

**Corporate Filings for Chromalloy American Corporation,
a Delaware Corporation**

9122852



Delaware

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The First State


I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "CHROMALLOY AMERICAN CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF AUGUST, A.D. 1968, AT 9 O'CLOCK A.M.

0685605 8100

100226700

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7842104

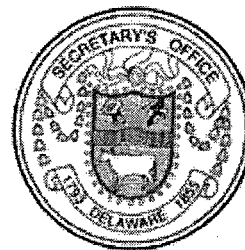
DATE: 03-02-10



State of Delaware

The Official Website for the First State

The Secretary of State of Delaware issued a certificate for CHROMALLOY AMERICAN CORPORATION whose file number is 0685605 on 03/02/2010 under request number 100226700 for authentication number 7842104.



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CERTIFICATE OF INCORPORATION

OF

CHROMALLOY AMERICAN CORPORATION

We, the undersigned, in order to form a corporation under and pursuant to the provisions of the General Corporation Law of the State of Delaware, do hereby certify as follows:

FIRST: The name of the Corporation is
CHROMALLOY AMERICAN CORPORATION.

SECOND: The address of the Corporation's registered office in the State of Delaware is 306 South State Street, City of Dover, County of Kent, and the name of its registered agent at such address is United States Corporation Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware. Except as may be otherwise provided by law, the Corporation shall possess and may exercise all powers and privileges, together with any powers incidental thereto, which are necessary or convenient to the conduct, promotion or attainment of such purpose.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is 1,000, all of which shall be common stock, with a par value of \$1.00 each.

FIFTH: The name and mailing address of each of the incorporators is as follows:

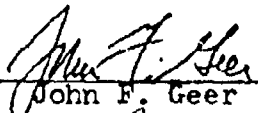

<u>Name</u>		
John F. Geer	c/o Parr, Doherty, Polk & Sargent	80 Broad Street New York, New York
Peter D. Lowenstein	c/o Parr, Doherty, Polk & Sargent	80 Broad Street New York, New York

SIXTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is hereby authorized to make, alter or repeal the by-laws of the Corporation.

SEVENTH: The Corporation shall, to the full extent permitted by Section 145 of the Delaware General Corporation Law, as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto.

IN WITNESS WHEREOF, we have hereunto set our hands and seals the 23rd day of August, 1968.

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 John F. Geer	(L.S.)
 Peter D. Lowenstein	(L.S.)

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

BE IT REMEMBERED that on this 22nd day of August, 1968, personally came before me, Barbara Keating, a Notary Public in and for the County and State aforesaid, John F. Geer and Peter D. Lowenstein, parties to the foregoing Certificate of Incorporation, known to me personally to be such, and severally acknowledged the said Certificate to be the act and deed of the signers respectively, and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

Barbara Keating

BARBARA KEATING
Notary Public, State of New York
No. 43-2056925 Richmond County
Certificate issued by New York County
Commission Expires March 30, 1969



Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

CHROMALLOY AMERICAN CORPORATION

Filing Number: 3028206

Application for Certificate of Authority
Certificate Of Termination

April 17, 1970
January 21, 1987

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on March 15, 2010.



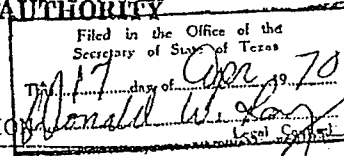
A handwritten signature in cursive script, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State

APPLICATION FOR CERTIFICATE OF AUTHORITY

OF

CHROMALLOY AMERICAN CORPORATION



To the Secretary of State
of the State of Texas:

Pursuant to the provisions of Article 8.05 of the Texas Business Corporation Act, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Chromalloy American Corporation
2. If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited" (or an abbreviation thereof), then the name of the corporation with the word or abbreviation which it elects to add thereto for use in this State is _____
3. It is incorporated under the laws of the State of Delaware
4. The date of its incorporation is 8/26/68 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 306 South State Street, Dover, Delaware
6. The address of its proposed registered office in your State is Littlefield Building, Austin, and the name of its proposed registered agent in your State at that address is United States Corporation Company
7. ~~One or purposes~~ or purposes which it proposes to pursue in the transaction of business in your State are:

~~Any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware, including, without limitation, the coating and repair of engine parts and components.~~

The purposes of the corporation which it proposes to pursue in the transaction of business in the State of Texas are as follows:

1. To engage in and carry on the business of buying and selling, repairing, coating, treating, processing, plating, smelting, refining and otherwise dealing in every kind of element, mineral, vegetable and other compositions, including products and by-products, and including metal, wood, plastic, and all combinations of any and all materials necessary or convenient to be used in the performance of the foregoing, and the business of mining, milling, concentrating, converting, smelting, treating, preparing for market, manufacturing, buying, selling, exchanging, and otherwise producing and dealing in gold, silver, copper, lead, zinc, brass, iron, steel and all kinds of ores, metals and minerals, and the products and by-products thereof, of every kind and description and by whatsoever process the same can be or may hereafter be produced.

2. To conduct business, have representatives and offices for the sale and distribution of the products and services of the Corporation and for the servicing of its customers.

8. The names and respective addresses of its directors and officers are:

NAME	OFFICE	ADDRESS
	(see attached list)	

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

NUMBER OF SHARES	CLASS	SERIES	PAR VALUE PER SHARE OR STATEMENT THAT SHARES ARE WITHOUT PAR VALUE
825,000	Preferred	(all series)	par value \$1 per share
10,000,000	Common	-	par value \$1 per share

10. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

NUMBER OF SHARES	CLASS	SERIES	PAR VALUE PER SHARE OR STATEMENT THAT SHARES ARE WITHOUT PAR VALUE
336,952*	Preferred	\$5 Cumulative Convertible	par value \$1 per share
4,503,312*	Common	-	par value \$1 per share

*based on stock of predecessor corporation outstanding on September 30, 1968

11. The amount of its stated capital is \$ 4,840,264

12. Consideration of the value of at least One Thousand Dollars (\$1,000.00) has been paid for the issuance of its shares.

13. This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated ~~XXXXXXX~~ December 2, 1968

CHROMALLOY AMERICAN CORPORATION

By X Robert F. Parr

Its ~~Executive Vice~~ President

and X Paul Parr

Its Secretary

STATE OF New York

COUNTY OF New York

I, James H. Bell, a notary public, do hereby certify that on this ~~2nd~~ 2nd day of ~~October~~ December, 19 68, personally appeared before me P. Van S. Parr,

who being by me first duly sworn, declared that he is the Secretary of Chromalloy American Corporation, that he signed the foregoing document as Secretary

of the corporation and that the statements therein contained are true.

(Notarial Seal)

James H. Bell
Notary Public

JAMES H. BELL
Notary Public, State of New York
No. 24-5251325
Qualified in Kings County
Certificate filed in New York County
Commission Expires March 30, 1969
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CHROMALLOY AMERICAN CORPORATION

DIRECTORS

Wesley J. Barta

Anthony N. Bentro

Raymond W. Burman

A. James deMayo

Melvin J. Erickson

Joseph Friedman

Dominick J. Giacomini

Peter J. Giacomini

Richard J. Gollmar

Malcolm E. Henning

Harry H. Kessler

Frank P. Nykiel

F. Van S. Parr

John F. Radler

Donald W. Rhea

Richard P. Seelig

Craig Stevenson

Richard L. Wachtell

CHROMALLOY AMERICAN CORPORATION
OFFICERS

<u>Name</u>	<u>Address</u>	<u>Office</u>
Joseph Friedman	Chromalloy American Corporation 120 Broadway New York, New York 10005	Chairman of the Board - Chief Executive Officer
Richard P. Seelig	Chromalloy American Corporation 169 Western Highway West Nyack, New York 10994	President - Chief Operations Officer
Raymond W. Burman	Shunk Manufacturing Co., Inc. 1460 Auto Street Bucyrus, Ohio 44820	Senior Executive Vice President - Finance; Vice Chairman of the Board
Wesley J. Barta	The Valley Line Company 411 N. Seventh Street St. Louis, Missouri 63101	Executive Vice President and Chief Executive Officer - Marine Group
Anthony N. Bentro	Field Research Services Division Chromalloy American Corporation 200 Central Park South New York, New York 10019	Executive Vice President Marketing
A. James deMayo	American Transit Corp. 120 South Central Avenue St. Louis, Missouri 63105	Executive Vice President Finance, Transit Group
William J. Donnelly	Ardco Finishing Division Sportswear Corporation of America Wellsville, Missouri 63384	Executive Vice President Textile Group
Dominick J. Giacomia	American Transit Corp. 120 South Central Avenue St. Louis, Missouri 63105	Executive Vice President Chief Executive Officer Transit Group

<u>Name</u>	<u>Address</u>	<u>Office</u>
Peter J. Giacomia	American Transit Corp. 120 South Central Avenue St. Louis, Missouri 63105	Executive Vice President Operations, Transit Group
Richard J. Gollmar	Elyria Foundry Division Chromalloy American Corporation P. O. Box 580 Elyria, Ohio 44036	Executive Vice President Metal Castings Group; Assistant Secretary
Malcolm E. Henning	Chromalloy American Corporation P. O. Box 671 Mount Vernon, Illinois 62864	Executive Vice President Operations
John F. Radler	Chromalloy American Corporation 120 Broadway New York, New York 10005	Executive Vice President Administrative
David H. Rush	ACR Electronics Division Chromalloy American Corporation 551 West 22nd Street New York, New York 10011	Executive Vice President Electronics Group
Richard L. Wachtell	Chromalloy American Corporation 169 Western Highway West Nyack, New York 10994	Executive Vice President Technology
Frederick B. Arps	Arps Corporation New Holstein, Wisconsin 53061	Vice President - Industrial Group
Alistair W. Clubb	Shunk Manufacturing Co., Inc. 1460 Auto Street Bucyrus, Ohio 44820	Vice President - Administrative
Robert S. Coe	Chromalloy American Corporation 169 Western Highway West Nyack, New York 10994	Vice President
Harold Lipchik	Advanced Products Division Chromalloy American Corporation 12535 Chadron Avenue Whittier, California 90250	Vice President- Administrative

<u>Name</u>	<u>Address</u>	<u>Office</u>
Maurice R. Commanday	Chromizing Company Division Chromalloy American Corporation 2100 West 139th Street Gardena, California 90249	Vice President - Production Engineering
John L. Ellis	Sintercast Division Chromalloy American Corporation 169 Western Highway West Nyack, New York 10994	Vice President - International Group
Howard C. Gollmar	Elyria Foundry Division Chromalloy American Corporation P. O. Box 580 Elyria, Ohio 44036	Vice President - Insurance
Marvin H. Green	Chromalloy American Corporation 120 Broadway New York, New York 10005	Vice President - Promotions
Peter H. Hahn	c/o Batzell & Nunn 1523 L Street, N.W. Washington, D.C. 20005	Vice President - Washington Bureau
Frank P. Nykiel	The Valley Line Company 411 N. Seventh Street St. Louis, Missouri 63101	Vice President and Chief Finance Officer- Marine Group
Norman J. Petite	Chromalloy American Corporation 120 Broadway New York, New York 10005	Vice President - Operations
Robert F. Tuneberg	Elyria Foundry Division Chromalloy American Corporation P. O. Box 580 Elyria, Ohio 44036	Vice President - Administrative Control
Joseph H. Vogelmann	Chromalloy American Corporation 169 Western Highway West Nyack, New York 10994	Vice President - Electronics Research
Herbert Zlotnick	Chromalloy American Corporation 120 Broadway New York, New York 10005	Vice President - Administrative; Assistant Secretary

<u>Name</u>	<u>Address</u>	<u>Office</u>
Kenneth E. Love	Elyria Foundry Division Chromalloy American Corporation P. O. Box 580 Elyria, Ohio 44036	Treasurer; Assistant Secretary
Paul G. Coyne	ACR Electronics Division Chromalloy American Corporation 551 West 22nd Street New York, New York 10011	Assistant Treasurer
Robert J. Power	Elyria Foundry Division Chromalloy American Corporation P. O. Box 580 Elyria, Ohio 44036	Assistant Treasurer
Harry Mirer	Chromalloy American Corporation 169 Western Highway West Nyack, New York 10994	Assistant Treasurer; Assistant Secretary
F. Van S. Parr	80 Broad Street New York, New York 10004	Secretary
John F. Geer	80 Broad Street New York, New York 10004	Assistant Secretary
Robert C. Johnson	American Transit Corp. 120 South Central Avenue St. Louis, Missouri 63105	Assistant Secretary
Bernard Lillien	ACR Electronics Division Chromalloy American Corporation 551 West 22nd Street New York, New York 10011	Assistant Secretary
Howard L. Luray	ACR Electronics Division Chromalloy American Corporation 1650 Superior Avenue Costa Mesa, California	Assistant Secretary
Edward R. Williams	Propellex Division Chromalloy American Corporation P. O. Box 187 Edwardsville, Illinois 62025	Assistant Secretary

ANTI-TRUST AFFIDAVIT

STATE OF NEW YORK

COUNTY OF NEW YORK

Before me, the undersigned authority, on this day personally appeared F. Van S. Parr

who being by me duly sworn, deposes and says:

That the Chromalloy American Corporation is not a trust or organization in restraint of trade, in violation of the laws of Texas; that it has not, within twelve months next preceding the date of this affidavit, entered into any combination, contract, obligation or agreement to create nor which may tend to create or to carry out any restriction in trade or commerce or aids to commerce, nor to fix, maintain, increase or reduce the price of any merchandise, produce or commodity, or any article of commerce; nor to prevent or lessen competition in the manufacture, making, transportation, sale or purchase of any merchandise, produce or commodity, or any article of commerce, or in the preparation thereof for market; nor to fix or maintain any standard or figure whereby the price of same is or has been in any manner affected, controlled or established. That it has not, during said time, entered into, executed or carried out any contract, obligation or agreement with any person, corporation or association of persons not to sell or dispose of any commodity or articles of commerce below a common standard or figure, or to keep the price thereof at a fixed or graded figures, or to preclude a fair and unrestricted competition in the sale of any commodity or articles of commerce, or to regulate, fix or limit the output thereof, or to abstain from engaging in or continuing business or from the purchase or sale of any commodity or article of commerce partially or entirely within the State of Texas or any portion thereof.

Affiant further says that the above named corporation has not within twelve months next preceding the date of this affidavit, either directly or through the instrumentality of trustees or otherwise, acquired the shares or certificates of stocks or bonds, franchises or other rights or the physical properties or any part thereof of any other corporation or corporations for the purpose of preventing or lessening or which tends to affect or lessen competition. That it has not within said time entered into any agreements or understanding to refuse to buy from or sell to any other person, corporation, firm or association of persons any commodities or articles of commerce, nor entered into any agreement to boycott or threaten to refuse to buy from or sell to any person, firm or corporation or association of persons for the buying from or selling to any other person, firm, corporation or association of persons.

Affiant further says that no officer of the above named corporation has, within his knowledge, during the said twelve months, made on behalf of it or for its benefits, any such contract or agreement as is specified in this affidavit.

F. Van S. Parr

F. Van S. Parr, Secretary

Sworn to and subscribed before me, this the 2nd day of December A. D., 19 68.

James H. Bell

Notary Public in and for

JAMES H. BELL
Notary Public, State of New York
No. 24-5251325
Qualified in Kings County
Certificate filed in New York County
Commission Expires March 30, 1968

(SEAL)

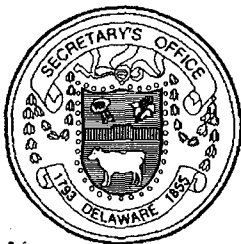
NOTE—The above affidavit must be subscribed and sworn to by the president or vice-president or secretary or treasurer or two of the directors of the corporation applying for permit.

Delaware

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The First State


I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "CHROMALLOY AMERICAN CORPORATION", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF SEPTEMBER, A.D. 1971, AT 10 O'CLOCK A.M.



0685605 8100

100226700

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7841178

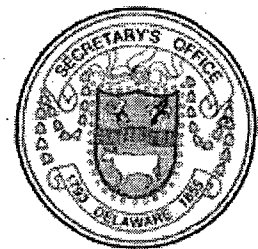
DATE: 03-01-10



State of Delaware

The Official Website for the First State

The Secretary of State of Delaware issued a certificate for CHROMALLOY AMERICAN CORPORATION whose file number is 0685605 on 03/02/2010 under request number 100226700 for authentication number 7842104.



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RESTATED CERTIFICATE OF INCORPORATION

OF

CHROMALLOY AMERICAN CORPORATION, a corporation—
organized and existing under the laws of the State of
Delaware, hereby certifies as follows:

1. The name of the corporation is CHROMALLOY
AMERICAN CORPORATION. The date of filing its original
Certificate of Incorporation with the Secretary of State
was August 26, 1968.

2. This restated Certificate of Incorporation
only restates and integrates and does not further amend the
provisions of the Certificate of Incorporation of this
corporation as heretofore amended or supplemented and there
is no discrepancy between those provisions and the provisions
of this Restated Certificate of Incorporation.

3. The text of the Certificate of Incorporation as
amended or supplemented heretofore is hereby restated without
further amendments or changes to read as herein set forth in
full.

FIRST: The name of the corporation is
CHROMALLOY AMERICAN CORPORATION.

SECOND: The address of the corporation's registered
office in the State of Delaware is 100 West Tenth Street, in
the City of Wilmington, County of New Castle, and the name of
its registered agent at such address is The Corporation Trust
Company.

THIRD: The purpose of the corporation is to
engage in any lawful act or activity for which corporations

may be organized under The General Corporation Law of Delaware. Except as may be otherwise provided by law, the corporation shall possess and may exercise all powers and privileges, together with any powers incidental thereto, which are necessary or convenient to the conduct, promotion or attainment of such purpose.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is 21,825,000 shares, consisting of 20,000,000 shares of Common Stock having a par value of \$1.00 per share and 1,825,000 shares of Preferred Stock having a par value of \$1.00 per share.

The Board of Directors is authorized, subject to limitations prescribed by law and the provisions of this Article Fourth, to provide for the issuance of the Preferred Stock in series, and by filing a certificate pursuant to the General Corporation Law, to establish the number of shares to be included in each such series, and to fix the designation, preferences, and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, of the shares of each such series. The authority of the Board with respect to each series shall include, but not be limited to, determination of the following:

- (a) The number of shares constituting that series and the distinctive designation of that series;
- (b) The dividend rate on the shares of that series, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of that series;

(c) Whether that series shall have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights;

(d) Whether that series shall have conversion privileges, and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine;

(e) Whether or not the shares of that series shall be redeemable, and, if so, the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemptive dates.

(f) Whether that series shall have a sinking fund for the redemption or purchase of shares of that series, and, if so, the terms and amount of such sinking fund;

(g) The rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that series;

(h) Any other relative rights, preferences and limitations of that series.

Dividends on shares of outstanding Preferred Stock shall be declared and paid, or set apart for payment, before any dividends shall be declared and paid, or set

apart for payment, on the Common Stock with respect to the same dividend period.

DIVISION A: \$ 5 CUMULATIVE CONVERTIBLE PREFERRED STOCK

1. DESIGNATION. The series shall be designated as " \$5 Cumulative Convertible Preferred Stock" and shall consist initially of 636,104 shares, which number from time to time may be increased or decreased (but not decreased below the number of shares of the series then outstanding) by the Board of Directors. All shares of the series shall be identical with each other in all respects except as to the dates from and after which dividends thereon shall be cumulative.

2. DIVIDENDS. The holders of shares of \$5 Cumulative Convertible Preferred Stock (hereinafter, for ease of reference, called "Convertible Preferred Shares") shall be entitled to receive, when and as declared by the Board of Directors out of funds legally available therefor, cumulative cash dividends at the rate of five dollars (\$5.00) per share per annum, and no more, payable quarterly on the first day of February, May, August and November in each year. Dividends on each Convertible Preferred Share shall be cumulative from the date of issuance of such share. As long as any Convertible Preferred Shares shall remain outstanding, no dividend (other than a dividend payable solely in shares of junior stock) shall be declared, nor other distribution made on junior stock nor shall any junior stock be redeemed, purchased or otherwise acquired for any consideration by the Corporation (except solely

by conversion into or exchange for junior stock of the Corporation) or any subsidiary thereof, unless all accrued dividends on all outstanding Convertible Preferred Shares of the Corporation have been fully paid and the full dividend for the current quarterly period has been paid or declared and funds set apart therefor. Holders of Convertible Preferred Shares shall not be entitled to any other dividends other than full cumulative dividends in cash at the above rate, and shall be entitled to no interest on unpaid cumulative dividends. As used in this Division A, the term "junior stock" shall mean the Common Stock and any other class or series of stock, now or hereafter authorized of the Corporation ranking junior to the Convertible Preferred Shares in the payment of dividends, or in the distribution of assets upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

No dividend shall be paid upon, or declared or set apart for, any Convertible Preferred Share or for any share of Preferred Stock of any series for any dividend period unless at the same time a like proportionate dividend for the same dividend period, ratably in proportion to the respective annual dividend rates fixed therefor, shall be paid upon, or declared and set apart for, all Convertible Preferred Shares and all shares of Preferred Stock of all series then issued and outstanding and entitled to receive dividends.

3. REDEMPTION. At the election of the Corporation, expressed by resolution of the Board of Directors, the Convertible Preferred Shares may be redeemed

by the Corporation, in whole at any time or from time to time in part, on or after July 1, 1973, at a redemption price in accordance with the following table, plus, in each case, an amount equal to unpaid cumulative dividends thereon accrued to the date fixed for redemption.

IF THE DATE OF REDEMPTION IS IN THE PERIOD:	THE REDEMPTION PRICE PER SHARE SHALL BE:
--	--

July 1, 1973 through June 30, 1976	\$105
July 1, 1976 through June 30, 1979	\$104
July 1, 1979 through June 30, 1982	\$103
July 1, 1982 through June 30, 1985	\$102
July 1, 1985 through June 30, 1988	\$101
On and after July 1, 1988	\$100

Notice of any such redemption shall be given by mailing to the holders of the Convertible Preferred Shares a notice of such redemption, first class postage prepaid, not later than the thirtieth day, and not earlier than the sixtieth day, before the day fixed for redemption, at their last addresses as they shall appear upon the books of the Corporation. Any notice which is mailed in the manner herein provided shall be conclusively presumed to have been duly given, whether or not the shareholder receives such notice; and failure duly to give such notice by mail, or any defect in such notice, to any holder of Convertible Preferred Shares shall not affect the validity of the proceedings for the redemption of the other Convertible Preferred Shares.

If less than all of the outstanding Convertible Preferred Shares are to be redeemed, the redemption shall be made, at the option of the Board of Directors, either pro rata or by lot conducted in such manner as may be determined by the Board of Directors in respect of any such redemption.

The notice of redemption to each holder of Convertible Preferred Shares shall specify the number of Convertible Preferred Shares to be redeemed, the date fixed for redemption and the redemption price at which Convertible Preferred Shares are to be redeemed, shall specify where payment of the redemption price is to be made upon surrender of such shares, shall state the conversion price then in effect and the number of shares of Common Stock into which each Convertible Preferred Share is then convertible, shall state that unpaid cumulative dividends thereon accrued to the date fixed for redemption will be paid as specified in said notice and that from and after said date dividends thereon will cease to accrue, and shall state the date on which conversion rights of such shares shall cease and terminate.

If any such notice of redemption shall have been duly given, then from and after the date fixed in such notice as the redemption date (unless default be made by the Corporation in providing funds for the payment of the redemption price, and accrued and unpaid cumulative dividends accrued to the date fixed for redemption), notwithstanding that any certificate for Convertible Preferred Shares so called for redemption shall not have been surrendered for cancellation, all such shares so called for redemption shall no longer be deemed outstanding on and

after such redemption date, and the right to receive dividends thereon and all other rights not theretofore terminated with respect to such shares shall forthwith on such redemption date cease and terminate, except only the right of the holders thereof to receive the amount payable on redemption-thereof, without interest.

If any such notice of redemption shall have been duly given or if the Corporation shall have given to the bank or trust company hereinafter referred to irrevocable written authorization promptly to give or complete such notice, and if on or before the redemption date specified therein the funds necessary for such redemption shall have been deposited by the corporation with a bank or trust company designated in such notice, doing business in the Borough of Manhattan, the City of New York, State of New York, and having a capital, surplus and undivided profits aggregating at least \$5,000,000 according to its last published statement of condition, in trust for the pro rata benefit of the holders of Convertible Preferred Shares so called for redemption, then, notwithstanding that any certificate for such shares so called for redemption shall not have been surrendered for cancellation, from and after the time of such deposit all such shares so called for redemption shall no longer be deemed outstanding and all rights with respect to such shares shall forthwith cease and terminate, except only the right of the holders thereof to receive from such bank or trust company at any time after the time of such deposit the funds so deposited, without interest, and the right to exercise, before the date

fixed for redemption, all privileges of conversion or exchange, if any, not theretofore expired. In case less than all of the shares represented by any surrendered certificate are redeemed, a new certificate shall be issued representing the unredeemed shares. Any interest accrued on such funds shall be paid to the Corporation from time to time. Any funds so deposited and unclaimed at the end of six years from such redemption date shall be repaid to the Corporation, after which the holders of the Convertible Preferred Shares so called for redemption shall look only to the Corporation for payment thereof; provided that any funds so deposited which shall not be required for redemption because of the exercise of any privilege of conversion or exchange subsequent to the date of deposit shall be repaid to the Corporation forthwith.

If and so long as any cumulative dividends on the outstanding Convertible Preferred Shares for any past dividend period shall not have been paid or declared and a sum sufficient for the payment thereof set apart, the Corporation shall not redeem less than all of the Convertible Preferred Shares at the time outstanding, and neither the Corporation nor any subsidiary shall purchase or otherwise acquire for any consideration (except solely by conversion into or exchange for junior stock) any Convertible Preferred Share at the time outstanding unless such purchase or other acquisition shall be pursuant to tenders called on at least twenty days' previous notice by mail to all the holders of record of the Convertible Preferred Shares at their respective addresses as the same shall appear on the books of the Corporation, and the

shares so purchased or otherwise acquired shall be those tendered at the lowest prices pursuant to such call for tenders; provided, however, that if some, but less than all of the shares tendered at a particular price are to be purchased or otherwise acquired pursuant to such call for tenders, the number of shares to be purchased or acquired from each holder who has tendered shares at such price shall be in the same proportion to the total number of shares so to be purchased or acquired at such price as the number of shares he has so tendered at such price bears to the total number of shares tendered at such price.

If and so long as any cumulative dividends on the outstanding Convertible Preferred Shares for any past dividend period shall not have been paid or declared and a sum sufficient for the payment thereof set apart, the Corporation shall not redeem any share of Preferred Stock of any other series at the time outstanding, and neither the Corporation nor any subsidiary shall purchase or otherwise acquire for any consideration (except solely by conversion into or exchange for junior stock) any share of Preferred Stock of any other series at the time outstanding, unless all of the Convertible Preferred Shares at the time outstanding shall have been called for redemption as herein provided.

Except as otherwise provided in any resolution of the Board of Directors providing for the issuance of any particular series of Preferred Stock, Convertible Preferred Shares and shares of Preferred Stock of any other series redeemed or otherwise acquired (including acquisition through conversion into shares of stock of the Corporation

of the Corporation of any other class or classes) by the Corporation shall be cancelled, shall assume the status of authorized but unissued Preferred Stock and may thereafter, to the extent permitted by law and subject to the provisions of this Article FOURTH and of any restrictions contained in any resolution of the Board of Directors providing for the issue of any particular series of Preferred Stock, be re-issued as a part of this series of Convertible Preferred Shares or any other series of Preferred Stock, whether now or hereafter created, in the same manner as other authorized but unissued Preferred Stock.

4. RIGHTS ON LIQUIDATION. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of the Convertible Preferred Shares then outstanding shall be entitled to receive in cash out of the assets of the Corporation available for distribution to its shareholders, before any amount shall be paid to the holders of the Common Stock, or of any other class or series of junior stock, (a) an amount equal to \$41.62 per share if such liquidation, dissolution or winding up is involuntary, (b) an amount equal to \$105 per share if such liquidation, dissolution or winding up is voluntary and is on or prior to June 30, 1976, or (c) an amount equal to the redemption price per share applicable on the date of such liquidation, dissolution or winding up if such liquidation, dissolution or winding up is voluntary and after June 30, 1976, plus, in each case, an amount equal to all unpaid cumulative dividends thereon accrued to the date fixed for payment of such distributive amount; and the holders of the Common Stock and of any other class or series

of junior stock shall be entitled, to the exclusion of the holders of the Convertible Preferred Shares and to the holders of the Preferred Stock of any other series, to share ratably in all the remaining assets of the Corporation in accordance with their respective rights.

If upon any liquidation, dissolution or winding up of the Corporation, the assets available for distribution shall be insufficient to pay the holders of all outstanding Convertible Preferred Shares and the holders of all outstanding shares of Preferred Stock of any other series the full amounts to which they respectively shall be entitled, the holders of Convertible Preferred Shares and the holders of shares of Preferred Stock of such other series shall share ratably in such distribution of assets in accordance with the amounts which would be payable if all such amounts were paid in full. Neither the consolidation or merger of the Corporation with or into any other corporation, nor any sale, lease or conveyance of all or any part of the property or business of the Corporation, shall be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of this Section 4.

5. **CONVERSION.** The Convertible Preferred Shares shall be convertible taken at \$100 per share at the option of the respective holders thereof at any time at the office of the transfer agent for the Convertible Preferred Shares located in the Borough of Manhattan, City and State of New York, and at such other office or offices, if any, as the Board of Directors may determine, into fully paid and nonassessable whole shares of Common Stock of the Company

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at the conversion price, determined as hereinafter provided, in effect at the time of conversion; provided, however, that such right of conversion shall cease and terminate, as to shares called for redemption, at the close of business on the tenth day preceeding the date fixed for redemption, unless default shall be made in the payment of the redemption price.

5.1. The initial price per share at which shares of Common Stock shall be delivered upon conversion (the "initial conversion price") shall be \$25.72. The initial conversion price and any adjusted conversion price shall be subject to adjustment from time to time in certain instances as hereinafter provided. No payment or adjustment shall be made upon any conversion on account of any unpaid cumulative dividends accrued on the Convertible Preferred Shares surrendered for conversion or on account of any dividends on the Common Stock issued upon such conversion.

Whenever reference is made in this Section 5 to shares of Common Stock, the term "Common Stock" shall mean stock of the Corporation of any class, whether now or hereafter authorized, which by its terms has the right to participate in the distribution of either the assets or earnings of the Corporation without limit as to amount or percentage. The Common Stock initially issuable upon conversion of Convertible Preferred Shares shall, however, be Common Stock, par value \$1 per share, of the Corporation as constituted on October 31, 1968.

Before any holder of Convertible Preferred Shares shall be entitled to convert the same into Common Stock, he shall surrender the certificate or certificates for such Convertible Preferred Shares at one of the offices

specified as provided in this Section 5., which certificate or certificates, if the Corporation shall so request, shall be duly endorsed to the Corporation or in blank or accompanied by proper instruments of transfer to the Corporation or in blank, and accompanied by funds in the amount of any tax or taxes payable or which may be payable in respect of any transfer involved in the issue and delivery of certificates for shares of Common Stock in a name other than that of the record holder of Convertible Preferred Shares in respect of which such shares of Common Stock are issued, and shall give written notice to the Corporation at said office that he elects so to convert said Convertible Preferred Shares, and shall state in writing therein the name or names in which he wishes the certificate or certificates for Common Stock to be issued.

The Corporation will as soon as practicable after such deposit of the certificate or certificates for Convertible Preferred Shares accompanied by the written notice and the statement above prescribed, issue and deliver at the office at which such certificate or certificates for Convertible Preferred Shares shall have been deposited, to the person for whose account such Convertible Preferred Shares were so surrendered, or to his nominee or nominees, a certificate or certificates for the number of whole shares of Common Stock to which he shall be entitled as aforesaid, together with an adjustment of any fraction of a share as hereinafter provided, if not evenly convertible. Such conversion shall be deemed to have been made as of the date of such surrender of the certificate or certificates for the

Convertible Preferred Shares to be converted; and the person or persons entitled to receive the shares of Common Stock issuable upon the conversion of such Convertible Preferred Shares shall be treated for all purposes as the record holder or holders of such Common Stock on such date. However, the Corporation shall not be required to convert, and no surrender of a certificate or certificates for Convertible Preferred Shares shall be effective for that purpose, while the stock transfer books of the Corporation are closed for any purpose; but the surrender of a certificate or certificates for Convertible Preferred Shares for conversion during any period while such books are so closed shall become effective for conversion immediately upon the reopening of such books, at the conversion price in effect at the date of such surrender. The Corporation will pay any and all taxes that may be payable in respect of the issue or delivery of shares of Common Stock on conversion of Convertible Preferred Shares pursuant to this Section 5. The Corporation shall not, however, be required to pay any tax which may be payable in respect of any transfer involved in the issue and delivery of shares of Common Stock in a name other than that in which the Convertible Preferred Shares so converted were registered, and no such issue or delivery shall be made unless and until the person requesting such issue has paid to the Corporation the amount of any such tax, or has established, to the satisfaction of the Corporation, that such tax has been paid.

5.2. The conversion prices, initial or adjusted, referred to herein, shall be subject to the following adjustments (to the nearest cent):

5.2.1. While any of the Convertible Preferred Shares shall be outstanding, in case the Corporation shall declare and pay to the holders of the Common Stock a dividend in shares of Common Stock, the conversion price in effect immediately prior to the record date fixed for the determination of shareholders entitled to such dividend shall be proportionately decreased, such adjustment to become effective immediately after the opening of business on the day following the record date for the determination of shareholders entitled to receive such dividend.

5.2.2. Any dividend to holders of Common Stock in shares of Common Stock equal to 25% or more of the total number of shares of Common Stock outstanding at the close of business on the record date fixed for the determination of shareholders entitled to such dividend shall be considered in the same manner as a subdivision of outstanding shares of Common Stock, and an adjustment in the conversion price shall be made in accordance with the provisions of Subsection 5.2.3 below with respect to subdivision of the outstanding shares of Common Stock.

5.2.3. If, while any of the Convertible Preferred Shares shall be outstanding, the Corporation shall subdivide the outstanding shares of Common Stock into a greater number of shares of Common Stock or combine the outstanding shares of Common Stock into a smaller number of shares of Common Stock, the conversion price in effect immediately prior to such subdivision or combination, as the case may be, shall be proportionately decreased or increased, as the case may require, such

decrease or increase, as the case may be, to become effective immediately after the opening of business on the day following the day upon which such subdivision or combination, as the case may be, becomes effective.

5.2.4. While any of the Convertible Preferred Shares shall be outstanding, in the case the Corporation shall issue rights or warrants to all holders of shares of Common Stock entitling them, for a period after the record date for the determination of shareholders entitled to receive such rights or warrants (hereinafter called the "rights record date"), to subscribe for or purchase shares of Common Stock at a price per share less than the market value per share of Common Stock (as defined below) as of the rights record date, the conversion price in effect immediately prior to the rights record date shall be adjusted by multiplying such price by a fraction, of which the numerator shall be the number of shares of Common Stock outstanding on the rights record date plus the number of shares which the aggregate offering price of the total number of shares so offered would purchase at such market value, and of which the denominator shall be the number of shares of Common Stock outstanding on the rights record date plus the number of additional shares of Common Stock offered for subscription or purchase, such adjustment to become effective immediately after the opening of business on the day following the rights record date. For purposes of this Subsection 5.2.4., the market value of a share of Common Stock on any day shall be deemed to be the average of the daily closing prices per share of Common Stock for the ten business

days commencing twenty-five business days before the day in question. The closing price per share of Common Stock for each day shall be the last reported sales price regular way or, in case no such reported sale takes place on such day, the average of the reported closing bid and asked prices regular way, in either case on the New York Stock Exchange, or, if the shares of Common Stock are not listed or admitted to trading on such Exchange, on the principal national securities exchange on which the shares of Common Stock are listed or admitted to trading as determined by the Corporation, which determination shall be conclusive, or, if not listed or admitted to trading on any national securities exchange, the mean between the average bid and asked prices per share of Common Stock in the over-the-counter market as furnished by any member of the National Association of Securities Dealers selected from time to time by the Corporation for the purpose. In the event that securities other than Common Stock, par value of \$1 per share, as constituted on October 31, 1968, and/or cash or property are issuable or deliverable upon conversion of Convertible Preferred Shares as a result of any adjustment or adjustments pursuant to Subsection 5.2.6., for the purposes of this Subsection 5.2.4 the market value of such other securities shall be determined as heretofore provided with respect to such Common Stock of the Corporation, and the market value of such other cash and property shall be as determined in good faith by the Board of Directors of the Corporation, which determination shall be conclusive.

5.2.5. Except as provided in Subsection 5.2.4., no adjustment of the conversion price shall be made by reason

of the issuance of Common Stock in exchange for cash, property or services.

5.2.6. In case the Corporation shall be recapitalized, or shall be consolidated with or merged into, or shall sell or transfer its property and assets as, or substantially as, an entirety to any other corporation, proper provisions shall be made as a part of the terms of such recapitalization, consolidation, merger, sale or transfer whereby the holder of any Convertible Preferred Shares at the time outstanding immediately prior to such event shall thereafter be entitled to such conversion rights, with respect to securities and/or cash or property of the corporation resulting from such recapitalization, consolidation or merger or to which such sale or transfer shall be made, as shall be substantially equivalent to the conversion rights herein provided for.

5.2.7. No fraction of a share of Common Stock shall be issued upon any conversion but, in lieu thereof, there shall be paid an amount in cash equal to the same fraction of the market value of a full share of Common Stock. For such purpose, the market value of a share of Common Stock shall be the closing price (determined as provided in Subsection 5.2.4) of the Common Stock on the day immediately preceding the date upon which such shares are surrendered for conversion. If more than one Convertible Preferred Share shall be surrendered for conversion at one time by the same holder, the number of full shares of Common Stock issuable upon conversion thereof shall be computed on the basis of aggregate number of shares so surrendered.

5.2.8. No adjustment of the conversion price shall be required unless such adjustment would require an increase or decrease of at least fifty cents (\$.50) in such price, provided that any adjustment which by reason of this Subsection 5.2.8. is not required to be made shall be computed as of the time at which, but for this Subsection 5.2.8., such adjustment would have been made and shall be carried forward and included in determining the amount of any subsequent adjustment. All calculations under this Subsection 5.2.8. shall be made to the nearest cent, computed in accordance with generally accepted financial practice.

Whenever the conversion price is adjusted as herein required, the Corporation shall promptly file at each office designated for the conversion of Convertible Preferred Shares as provided in this Section 5, a certificate of the Corporation's independent public accountants setting forth the conversion price after such adjustment and setting forth a brief statement of the facts requiring such adjustment. Such certificate shall be conclusive evidence of the correctness of such adjustment. Promptly after receipt of such certificate, the transfer agent for the Convertible Preferred Shares, in the name of the Corporation and as its agent, shall publish notice of such adjustment of the conversion price in a daily newspaper printed in the English language and of general circulation in the Borough of Manhattan, City of New York, and shall mail, first class postage prepaid, a copy of such notice to each holder of Convertible Preferred Shares at his last address as it shall appear upon the books of the Corporation. Failure to file any such certificate or to publish or mail any such notice, or any defect in any such notice, pursuant to this Subsection 5.2.8. shall not effect the legality or validity of any such notice.

5.2.9. In case (a) the Corporation shall declare a dividend (or any other distribution) on its Common Stock payable otherwise than in cash out of its earned surplus or (b) the Corporation shall authorize the granting to the holders of its Common Stock of rights or warrants to subscribe for or purchase any shares of capital stock of any class or of any other rights, then the Corporation shall cause to be mailed to the transfer agent or agents for the Convertible Preferred Shares and to each holder of record of Convertible Preferred Shares, at least ten days prior to the applicable record date hereinafter specified, a notice stating the date on which a record is to be taken for the purpose of such dividend, distribution or rights, or, if a record is not to be taken, the date as of which the holders of Common Stock to be entitled to such dividend, distribution or rights are to be determined.

5.2.10. The Corporation shall at all times reserve and keep available, free from preemptive rights, out of its authorized but unissued Common Stock solely for the purpose of effecting the conversion of Convertible Preferred Shares the full number of shares of Common Stock then deliverable upon the conversion of all Convertible Preferred Shares at the time outstanding.

6. VOTING.

6.1. Subject to the provisions of any applicable law, or of the By-Laws of the Corporation as from time to time amended, with respect to the closing of the transfer books or the fixing of a record date for the determination of shareholders entitled to vote, at each meeting of shareholders of the Corporation each holder of record of Convert-

ible Preferred Shares shall be entitled to cast in person or by proxy one vote for each Convertible Preferred Share standing in such holders' name on the record books of the Corporation on each matter on which the holders of record of the Common Stock of the Corporation shall be entitled to vote, voting together with the holders of record of the Common Stock and with the holders of record of any other series of Preferred Stock of the Corporation entitled to vote with the Common Stock of the Corporation, and not by classes or by series. Each such record holder of Convertible Preferred Shares shall be entitled to notice of each such meeting of shareholders. In addition, so long as any Convertible Preferred Shares are outstanding, if at the time of any annual meeting of shareholders for the election of directors, a default in preferred dividends, as hereinafter defined, shall exist, the holders of shares of the Preferred Stock of the Corporation, voting separately as a class without regard to series (with each share of Preferred Stock being entitled to one vote on a non-cumulative basis) shall have the right to elect two members of the Board of Directors of the Corporation, and the holders of the Common Stock, the Convertible Preferred Shares and any other series of Preferred Stock of the Corporation entitled to vote with the Common Stock, voting separately as another class, shall be entitled to elect the remaining members of the Board of Directors of the Corporation. Any director elected by the holders of the Preferred Stock, voting as a class without regard to series as aforesaid, shall continue to serve as such director for the full term

for which he shall have been elected notwithstanding that prior to the end of such term a default in preferred dividends shall cease to exist. If, prior to the end of the term of any director elected by the holders of the Preferred Stock, voting as a class without regard to series as aforesaid, a vacancy in the office of such director shall occur by reason of death, resignation, removal or disability, or for any other cause, and a default in preferred dividends shall continue to exist, the remaining director so elected by the holders of the Preferred Stock shall be entitled to nominate for election by the Board of Directors a successor director to hold office for the unexpired term of the director whose position has become vacant. If the vacancy is not filled by the election of such nominee or if there is then in office no director who has been elected by the holders of the Preferred Stock, voting as a class without regard to series as aforesaid, the Corporation shall, as soon as reasonably may be done, call (on at least 20 days' notice) a special meeting of the holders of shares of the Preferred Stock for the purpose of filling such vacancy or vacancies in the Board of Directors. If the corporation fails to call such a meeting within 30 days after a written request by any three or more holders of shares of the Preferred Stock then such three or more holders of shares of the Preferred Stock may call (on at least 20 days' notice) a special meeting of the holders of shares of the Preferred Stock for such purpose and, if the vacancy or vacancies are not theretofore filled as hereinabove provided, it or they may be filled at such meeting by the holders of

shares of the Preferred Stock, voting as a class without regard to series. For the purpose of this Section 6, a default in preferred dividends shall be deemed to have occurred whenever six or more quarter-yearly dividends on any series of Preferred Stock shall be unpaid and in default, in whole or in part, and, having so occurred, such default in preferred dividends shall be deemed to exist thereafter until, but only until all accrued cumulative dividends on all shares of each series of Preferred Stock then outstanding shall have been paid to the end of the last preceding quarterly dividend period.

6.2. Without the written consent or affirmative vote of the holders of at least two-thirds of the aggregate number of Convertible Preferred Shares at the time outstanding given in writing or by a vote of a meeting, consenting or voting (as the case may be) separately as a class, the corporation shall not amend, alter or repeal the preferences, special rights or other powers of the Convertible Preferred Shares as set forth in the Certificate of Incorporation or in any other certificate relating to the Convertible Preferred Shares so as to affect the Convertible Preferred Shares adversely (and the authorization of any class of stock with preference or priority over the Convertible Preferred Shares as to the right to receive either dividends or amounts distributable upon liquidation, dissolution or winding up, shall, without limitation, be deemed to affect the Convertible Preferred Shares adversely).

6.3. Without the written consent or affirmative vote of the holders of at least a majority of the aggregate number of Convertible Preferred Shares and shares of other

series of Preferred Stock which shall have such right to vote at the time outstanding given in writing or by vote at a meeting, consenting or voting (as the case may be) separately as a class without regard to series, the Corporation shall not increase the authorized amount of Preferred Stock, or authorize any class of stock with preferences on a parity with the Preferred Stock either as to the right to receive dividends or as to amounts distributable upon liquidation, dissolution and winding up of the Corporation.

6.4. The term "Preferred Stock", for all purposes of this Division A, shall mean the class of Preferred Stock, par value \$1 per share, referred to in the first paragraph of this ARTICLE FOURTH of which the Convertible Preferred Shares are a series.

7. PREEMPTIVE RIGHTS. No holder of any Convertible Preferred Shares, outstanding from time to time, shall, as such holder, have any preemptive right in or right to purchase or subscribe for, any new or additional shares of said stock, or any shares of any other class or series of stock, or any obligations or other securities convertible into, or exchangeable for, or carrying rights or options to subscribe for or purchase, any stock of any class or series, whether now or hereafter authorized and whether issued by the Corporation for cash or other consideration or by way of dividend or other distribution.

FIFTH: The Corporation is to have perpetual existence.

SIXTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is hereby authorized to make, alter or repeal the By-Laws of the Corporation.

SEVENTH: The Corporation shall, to the full extent permitted by Section 145, of the Delaware General Corporation Law as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto.

4. This Restated Certificate of Incorporation was duly adopted by the Board of Directors in accordance with Section 245 of The General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said CHROMALLOY AMERICAN CORPORATION has caused its corporate seal to be hereunto affixed and this certificate to be signed by W. S. Walch its Vice President and attested by W. B. Roberts, its Assistant Secretary, this 16 day of Sept. 1971.

CHROMALLOY AMERICAN CORPORATION

By

W. S. Walch
W. S. Walch, Vice President

(CORPORATE SEAL)

ATTEST:

By W. B. Roberts

W. B. Roberts, Assistant Secretary

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:


WITH AND INTO "CHROMALLOY AMERICAN CORPORATION" UNDER THE NAME OF "CHROMALLOY AMERICAN CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 1973, AT 9 O'CLOCK A.M.

0685605 8100M

100226700

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7841179

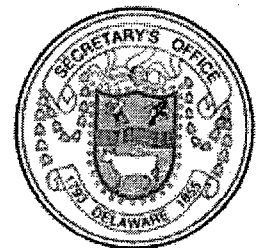
DATE: 03-01-10



State of Delaware

The Official Website for the First State

The Secretary of State of Delaware issued a certificate for CHROMALLOY AMERICAN CORPORATION whose file number is 0685605 on 03/01/2010 under request number 100226700 for authentication number 7841179.



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AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated this *17th* day of September, 1973, pursuant to Section 252 of the General Corporation Law of the State of Delaware, between Chromalloy American Corporation, a Delaware corporation, and Crescent Forge & Shovel Co., Inc., a Delaware corporation, Starline, Inc., a Delaware corporation, Battery Corporation of America, a Florida corporation, Patent Holding Corporation, a Florida corporation, Schwartz Manufacturing Co., a Minnesota corporation and Shunk Manufacturing Co., Inc., an Ohio corporation.

WITNESSETH that:

WHEREAS, all of the constituent corporations desire to merge into a single corporation; and

WHEREAS, said Chromalloy American Corporation, by its certificate of incorporation which was filed in the office of the Secretary of State of Delaware on August 26, 1968, and recorded in the office of the Recorder of Deeds for the County of Kent, State of Delaware, on August 26, 1968, and last amended by filing restated Certificate of Incorporation on September 20, 1971, and recorded in the office of the Recorder of Deeds for the County of New Castle, Delaware, on September 20, 1971, has an authorized capital stock consisting of twenty-one million eight hundred twenty-five thousand (21,825,000) shares, divided into one million eight hundred twenty-five thousand (1,825,000) shares of Preferred Stock of the par value of One Dollar (\$1.00) each, amounting in the aggregate to One Million Eight Hundred Twenty-Five Thousand Dollars (\$1,825,000), and twenty million (20,000,000) shares of Common Stock with a par value of One Dollar (\$1.00) each, amounting in the aggregate to Twenty Million Dollars (\$20,000,000),

of which stock five hundred sixty-one thousand one hundred sixty-four (561,164) shares of such Preferred Stock and ten million seven hundred thirteen thousand four hundred and ninety (10,713,490) shares of such Common Stock are now issued and outstanding and which shall remain issued and outstanding; and

WHEREAS, Crescent Forge & Shovel Co., Inc., a corporation organized under the laws of the State of Delaware by its certificate of incorporation which was filed in the office of the Secretary of State of Delaware, on March 6, 1968, has an authorized capital stock consisting of one thousand (1,000) shares of the par value of One Dollar (\$1.00) each, all of one class, amounting in the aggregate to One Thousand Dollars (\$1,000) of which stock one thousand (1,000) shares are now issued and outstanding and are owned by Shunk Manufacturing Co., also a party to this merger; and

WHEREAS, Starline, Inc., a corporation organized under the laws of the State of Delaware by its certificate of incorporation which was filed in the office of the Secretary of State of Delaware, on January 1, 1967, has an authorized capital stock consisting of one thousand (1,000) shares of the par value of One Dollar (\$1.00) each, all of one class, amounting in the aggregate to One Thousand Dollars (\$1,000) of which stock one thousand (1,000) shares are now issued and outstanding and are owned by the Surviving Corporation of this merger; and

WHEREAS, Battery Corporation of America, a corporation organized under the laws of the State of Florida, by its certificate of incorporation which was filed in the office of the Secretary of State of Florida, on March 10, 1960, has an authorized capital stock consisting of one million four thousand (1,004,000) shares, divided into four thousand (4,000) shares of Preferred Stock of the par value of One Hundred Dollars (\$100.00) each, amounting in the aggregate to Four Hundred

Thousand Dollars (\$400,000), and one million (1,000,000) shares of Common Stock with a par value of 1/20th of \$0.01 each, amounting in the aggregate to Five Hundred Dollars (\$500.00), of which stock two thousand nine hundred fifty (2,950) shares of such Preferred Stock and nine hundred fifty thousand (950,000) shares of such Common Stock are now issued and outstanding and are owned by the Surviving Corporation of this merger; and

WHEREAS, Patent Holding Corporation, a corporation organized under the laws of the State of Florida by its certificate of incorporation which was filed in the office of the Secretary of State of Florida, on June 24, 1965, has an authorized capital stock consisting of fifty (50) shares without par value, of which stock fifty (50) shares are now issued and outstanding and are owned by the Surviving Corporation of this merger; and

WHEREAS, Schwartz Manufacturing Co., a corporation organized under the laws of the State of Minnesota by its certificate of incorporation which was filed in the office of the Secretary of State of Minnesota, on January 25, 1954, has an authorized capital stock consisting of fifty thousand (50,000) shares of the par value of Ten Dollars (\$10.00) each, all of one class, amounting in the aggregate to Five Hundred Thousand Dollars (\$500,000) of which stock twenty-four thousand nine hundred fifty (24,950) shares are now issued and outstanding and are owned by the Surviving Corporation of this merger; and

WHEREAS, Shunk Manufacturing Co., Inc., a corporation organized under the laws of the State of Ohio by its certificate of incorporation which was filed in the office of the Secretary of State of Ohio, on February 23, 1961, has an authorized capital stock consisting of two hundred and fifty (250) shares without par value, of which stock three (3) shares are now issued and outstanding and are owned by the Surviving Corporation of this merger; and

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WHEREAS, the registered office of said Chromalloy American Corporation in the State of Delaware is located at 100 W. Tenth Street, in the City of Wilmington, County of New Castle, and the name of its registered agent at such address is The Corporation Trust Company; and the registered office of Crescent Forge & Shovel Co., Inc. in the State of Delaware is located at 100 W. Tenth Street in the City of Wilmington, County of New Castle, and the name of its registered agent at such address is The Corporation Trust Company; and the registered office of Starline, Inc. in the State of Delaware is located at 100 W. Tenth Street in the City of Wilmington, County of New Castle, and the name of its registered agent at such address is The Corporation Trust Company; and the registered office of Battery Corporation of America in the State of Florida is located at 110 W. Forsyth Street, in the City of Jacksonville, County of Duval, and the name of its registered agent at such address is The Corporation Company; and the registered office of Patent Holding Corporation in the State of Florida is located at 110 W. Forsyth Street in the City of Jacksonville County of Duval, and the name of its registered agent at such address is The Corporation Company; and the registered office of Schwartz Manufacturing Co. in the State of Minnesota is located at 405 Second Avenue, in the City of Minneapolis, in the County of Hennepin, and the name of its registered agent is C T Corporation System, Inc.; and the registered office of Shunk Manufacturing Co., Inc. in the State of Ohio is located at 1460 Auto Avenue, in the City of Bucyrus, in the County of Crawford, and the name of its registered agent is R. D. Hubble;

NOW, THEREFORE, the corporations, parties to this Agreement in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows

FIRST: Chromalloy American Corporation hereby merges into itself Crescent Forge & Shovel Co., Inc., Starline, Inc., Battery Corporation of America, Patent Holding Corporation, Schwartz Manufacturing Co. and Shunk Manufacturing Co., Inc. hereinafter referred to as the "Merged Corporations" and said Merged Corporations shall be and hereby are merged into Chromalloy American Corporation, which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of Chromalloy American Corporation, as heretofore amended and as in effect on the date of merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

THIRD: As Chromalloy American Corporation, the surviving corporation of this merger, owns directly or indirectly, through other corporations which are parties to this merger, all of the outstanding stock of the Merged Corporations, upon the effective date of this merger all of the outstanding shares of the capital stock of each of the Merged Corporations shall be cancelled.

FOURTH: The terms and conditions of the merger are as follows:

(a) The by-laws of the surviving corporation as they shall exist on the effective date of this Agreement shall be and remain the by-laws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective upon filing with the Secretary of State of Delaware. However, for all accounting purposes the effective date of the merger shall be as of the close of business on September 30, 1973.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights,

and every other interest of the surviving corporation and the Merged Corporations shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the Merged Corporations, respectively. The Merged Corporations hereby agree from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the Merged Corporations acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intents and purposes hereof and the proper officers and directors of the Merged Corporations and the proper officers and directors of the surviving corporation are fully authorized in the name of the Merged Corporations or otherwise to take any and all such action.

(e) The surviving corporation hereby (i) agrees that it may be served with process in the States of Florida, Minnesota and Ohio in any proceeding for the enforcement of the rights of a dissenting shareholder of the Merged Corporations; (ii) irrevocably appoints the Secretary of State of Florida, Minnesota and Ohio as its agent to accept service of process in any such proceeding; and (iii) agrees that it will promptly pay to dissenting shareholders of the Merged Corporations the amount, if any, to which they shall be entitled pursuant to the laws of the States of Florida, Minnesota and Ohio.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the Board of Directors of any constituent corporation at any time prior to the date of filing the Agreement with the Secretary of State.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective boards of directors have caused these presents

to be executed by the President, Executive Vice President or Vice President and attested by the Secretary or Assistant Secretary of each party hereto.

CHROMALLOY AMERICAN CORPORATION

By W. S. Walch
W. S. Walch, Executive Vice President

ATTEST:
By [Signature]
K. B. Friedman, Assistant Secretary

CRESCENT FORGE & SHOVEL CO., INC.

By W. B. Roberts
W. B. Roberts, Vice President

ATTEST:
By [Signature]
K. B. Friedman, Assistant Secretary

STARLINE, INC.

By W. S. Walch
W. S. Walch, Vice President

ATTEST:
By [Signature]
K. B. Friedman, Assistant Secretary

BATTERY CORPORATION OF AMERICA

By W. S. Walch
W. S. Walch, Vice President

ATTEST:
By [Signature]
K. B. Friedman, Assistant Secretary


CHROMALLOY AMERICAN CORPORATION

C E R T I F I C A T E

I, W. B. Roberts, Secretary of Chromalloy American Corporation, a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary, that the Agreement of Merger to which this Certificate is attached, after having been first duly signed on behalf of the said Corporation and having been signed on behalf of Crescent Forge & Shovel Co., Inc., Starline, Inc., Battery Corporation of America, Patent Holding Corporation, Schwartz Manufacturing Co. and Shunk Manufacturing Co., Inc., was duly adopted pursuant to subsection (f) of Section 251 of Title 8 of the Delaware Code of 1953, without any vote of the stockholders of the Surviving Corporation; and that the Agreement of Merger does not amend in any respect the Certificate of Incorporation of the Surviving Corporation, and each share of stock of the Surviving Corporation, outstanding immediately prior to the effective date of the merger is to be an identical outstanding or treasury share of the Surviving Corporation after the effective date of the merger, and either no shares of Common Stock of the Surviving Corporation and no shares, securities or obligations convertible into such stock are to be issued or delivered under the plan of merger, or the authorized unissued shares or the treasury shares of Common Stock of the Surviving Corporation to be issued or delivered under the plan of merger plus those initially issuable upon conversion of any other shares, securities or obligations to be issued or delivered under such plan do not exceed 20 percent of the shares of Common Stock of the Surviving Corporation outstanding immediately prior to the effective date of the merger; and that the outstanding shares of the Corporation were such as to render subsection (f) of Section 251 of Title 8 of

the Delaware Code of 1953 applicable; and that its Agreement of Merger was thereby adopted by action of the Board of Directors of said Chromalloy American Corporation, and is the duly adopted agreement and act of the said Corporation

WITNESS my hand on this 17th day of September, 1973.



W. B. Roberts, Secretary

(CORPORATE SEAL)

CRESCENT FORGE & SHOVEL CO., INC.

C E R T I F I C A T E

W. B. Roberts, Secretary of Crescent Forge & Shovel Co., Inc., a corporation organized and existing under the laws of the State of Delaware, does hereby certify as such Secretary that the Agreement of Merger to which this Certificate is attached, after having been first duly approved on behalf of the said corporation by a majority of the directors thereof, as required by the provisions of the General Corporation Law of Delaware, was duly submitted to the sole shareholder of Crescent Forge & Shovel Co., Inc., at a consent meeting of said sole shareholder, the Agreement of Merger was approved on the 7th day of June, 1973.

WITNESS my hand and the seal of Crescent Forge & Shovel Co., Inc. on this day of September, 1973.

W. B. Roberts
W. B. Roberts, Secretary



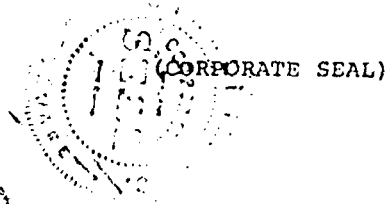
STARLINE, INC.
C E R T I F I C A T E

W. S. Walch, Secretary of Starline, Inc., a corporation organized and existing under the laws of the State of Delaware, does hereby certify as such Secretary that the Agreement of Merger to which this Certificate is attached, after having been first duly approved on behalf of the said corporation by a majority of the directors thereof, as required by the provisions of the General Corporation Law of Delaware, was duly submitted to the sole shareholder of Starline, Inc., at a consent meeting of said sole shareholder, the Agreement of Merger was approved on the 8th day of June, 1973.

WITNESS my hand and the seal of Starline, Inc. on this day of September, 1973.



W. S. Walch, Secretary



THE ABOVE AGREEMENT OF MERGER, having been executed on behalf of each corporate party thereto, and having been adopted separately by each corporate party thereto, in accordance with the provisions of the General Corporation Law of the State of Delaware, and the Laws of the States of Florida, Minnesota and Ohio, the proper officers of each corporate party thereto does now hereby execute the said Agreement of Merger and the proper officers of each corporate party thereto does now hereby attest the said Agreement of Merger, as the respective act, deed and agreement of each of said Corporations, on this 17th day of September, 1973.

CHROMALLOY AMERICAN CORPORATION

By

W. S. Walch
W. S. Walch, Executive Vice
President

ATTEST:

By

K. B. Friedman
K. B. Friedman, Assistant
Secretary

CRESCENT FORGE & SHOVEL CO., INC.

By

W. B. Roberts
W. B. Roberts, Vice President

ATTEST:

By

K. B. Friedman
K. B. Friedman, Assistant
Secretary

STARLINE, INC.

By

W. S. Walch
W. S. Walch, Vice President

ATTEST:

By

K. B. Friedman
K. B. Friedman, Assistant
Secretary

BATTERY CORPORATION OF AMERICA

By W. S. Walch
W. S. Walch, Vice President

ATTEST:

By K. B. Friedman
K. B. Friedman, Assistant
Secretary

PATENT HOLDING CORPORATION

By W. B. Roberts
W. B. Roberts, Vice President

ATTEST:

By K. B. Friedman
K. B. Friedman, Assistant
Secretary

SCHWARTZ MANUFACTURING CO.

By W. S. Walch
W. S. Walch, Vice President

ATTEST:

By K. B. Friedman
K. B. Friedman, Assistant
Secretary

SHUNK MANUFACTURING CO., INC.

By W. S. Walch
W. S. Walch, Vice President

ATTEST:

By W. B. Roberts
W. B. Roberts, Assistant
Secretary

STATE OF MISSOURI)
) ss.
COUNTY OF ST. LOUIS)

BE IT REMEMBERED, that on this 17th day of September, 1973,
personally came before me, a notary public in and for the
County and State aforesaid, W. B. Roberts, Vice President of
Crescent Forge & Shovel Co., Inc., and Patent Holding Corporation,
and he duly executed said Agreement of Merger before me and
acknowledged the said Agreement of Merger to be his act and deed
and the act and deed of said Corporations and the facts stated
therein are true; and that the seal affixed to said Agreement of
Merger and attested by the Assistant Secretary of said Corporations
is the common or corporate seal of said Corporations.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
of office the day and year aforesaid.

Elaine V. Greer
Notary Public

My Commission Expires October 23, 1975

(NOTARIAL SEAL)

Certificate of Agreement of Merger of the "CRESCENT FORGE & SHOVEL CO., INC."
and "STARLINE, INC.", corporations organized and existing under the laws
of the State of Delaware, "BATTERY CORPORATION OF AMERICA" and "PATENT
TRADING CORPORATION", corporations organized and existing under the laws

of the State of Florida, "SCHWARTZ MANUFACTURING CO.", a corporation
organized and existing under the laws of the State of Minnesota, and
"CHROME MANUFACTURING CO., INC.", a corporation organized and existing
under the laws of the State of Ohio, merging with and into the "CHROMALLOY
AMERICAN CORPORATION", a corporation organized and existing under the laws

of the State of Delaware, under the name of "CHROMALLOY AMERICAN CORPORATION",
received and filed in this office the twenty-eight day of September,
1973, at 9 o'clock A.M.

And I do hereby further certify that the aforesaid Corporation
shall be governed by the laws of the State of Delaware.

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:


WITH AND INTO "CHROMALLOY AMERICAN CORPORATION" UNDER THE NAME OF "CHROMALLOY AMERICAN CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF JUNE, A.D. 1974, AT 9 O'CLOCK A.M.

0685605 8100M

100226700

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7841180

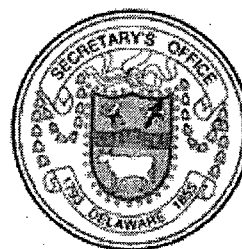
DATE: 03-01-10



State of Delaware

The Official Website for the First State

The Secretary of State of Delaware issued a certificate for CHROMALLOY AMERICAN CORPORATION whose file number is 0685605 on 03/01/2010 under request number 100226700 for authentication number 7841180.



[Back](#)

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

ARPS CORPORATION

INTO

CHROMALLOY AMERICAN CORPORATION

CHROMALLOY AMERICAN CORPORATION, a corporation organized and existing under the laws of Delaware.

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 26th day of August, 1968, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of Arps Corporation, a corporation incorporated on the 28th day of October, 1963, pursuant to the Business Corporation Law of the State of New York.

THIRD: That this corporation, by the following resolutions of the Board of Directors of this corporation, duly adopted on the 8th day of May 1974, determined to and pursuant to Section 253 of the Delaware Corporation Law, does hereby merge into itself said Arps Corporation:

RESOLVED, that the merger into this Corporation of Arps Corporation is hereby authorized and approved, and upon the effective date of said merger, this Corporation assumes said subsidiary's obligations; and be it further

RESOLVED, that the merger of the foregoing subsidiary shall be effective upon the date of filing with the Secretary of State of Delaware of the Certificate of Ownership and Merger hereinafter referred to; notwithstanding the foregoing, in the event said Certificate of Ownership and Merger has not been filed with the Secretary of State of Delaware on or before June 30, 1974, for accounting and tax purposes only, the merger shall be deemed by this Corporation to have been effected on June 30, 1974; and be it further

RESOLVED, that upon the effective date of the Merger, the officers of the above-named Company will remain as the respective officers of the newly created division of this Corporation; and be it further

RESOLVED, that the proper officers of this Corporation be, and they hereby are, directed to make and execute under the corporate seal of this Corporation, a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said subsidiary into this Corporation, and for this Corporation to assume its liabilities and obligations on the date of adoption hereof, and to cause the same to be filed with the Secretary of State and a certified copy in the Office of the Recorder of Deeds of New Castle County, and to do all acts and things whatsoever required, whether within or without the State of Delaware, which may in anywise be necessary or proper to effect said merger.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be terminated and abandoned by the Board of Directors of CHROMALLOY AMERICAN CORPORATION at any time prior to the date of filing the merger with the Secretary of State.

IN WITNESS WHEREOF, said CHROMALLOY AMERICAN CORPORATION has caused its corporate seal to be hereunto affixed and this certificate to be signed by P. J. Ducey, its Executive Vice President, and attested by K. B. Friedman, its Assistant Secretary, this 27th day of June, 1974.

CHROMALLOY AMERICAN CORPORATION

By P. J. Ducey
P. J. Ducey, Executive Vice
President

(CORPORATE SEAL)

ATTEST:

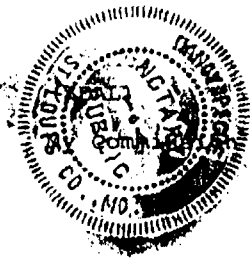
By K. B. Friedman
K. B. Friedman, Assistant Secretary

STATE OF MISSOURI)
) ss.
COUNTY OF ST. LOUIS)

BE IT REMEMBERED that on this 17th day of June, 1974, personally came before me, a Notary Public in and for the County and State aforesaid, P. J. Ducey, Executive Vice President of CHROMALLOY AMERICAN CORPORATION, a corporation of the State of Delaware, and he duly executed said certificate before me and acknowledged the said certificate to be his act and deed and the act and deed of said corporation and the facts stated therein are true; and that the seal affixed to said certificate and attested by the Assistant Secretary of said corporation is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Nancy P. Gie
NANCY P. GIE, Notary Public



Expires May 16, 1978

Certificate of Ownership of the "CHROMALLOY AMERICAN CORPORATION",
a corporation organized and existing under the laws of the State of Delaware,
merging "ARPS CORPORATION",
a corporation organized and existing under the laws of the State of New York,
pursuant to Section 253 of the General Corporation Law of the State of Delaware,
as received and filed in this office the twenty-fourth day of June,
A.D. 1974, at 9 o'clock A.M.

0034-0 21

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

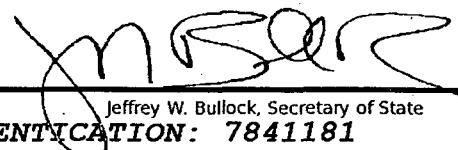
WITH AND INTO "CHROMALLOY AMERICAN CORPORATION" UNDER THE NAME OF "CHROMALLOY AMERICAN CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF SEPTEMBER, A.D. 1974, AT 9 O'CLOCK A.M.



0685605 8100M

100226700

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7841181

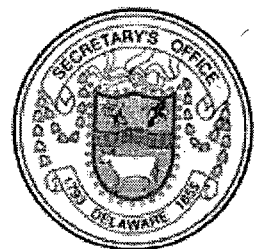
DATE: 03-01-10



State of Delaware

The Official Website for the First State

The Secretary of State of Delaware issued a certificate for CHROMALLOY AMERICAN CORPORATION whose file number is 0685605 on 03/01/2010 under request number 100226700 for authentication number 7841181.



[Back](#)

AGREEMENT AND PLAN OF MERGER
OF
ALAMO STEEL & MACHINE COMPANY
INTO
CHROMALLOY AMERICAN CORPORATION

THIS IS AN AGREEMENT AND PLAN OF MERGER (the "Agreement") dated the 30 day of September, 1974, among CHROMALLOY AMERICAN CORPORATION, a Delaware corporation ("Chromalloy"), and ALAMO STEEL & MACHINE COMPANY, a Texas corporation (the "Company").

1. RECITALS

1.01 Plan of Reorganization. Under the terms of this Agreement, the respective parties have entered into a plan of reorganization providing for the statutory merger of the Company into Chromalloy and the conversion of the previously outstanding capital stock of the Company into Chromalloy voting stock.

1.02 Outstanding Shares of Company. The authorized capital stock of the Company consists of 200,000 shares of Common Stock, par value \$5.00 per share, of which 197,475 shares (excluding 2,525 treasury shares) are issued and outstanding. (Said issued and outstanding shares are hereinafter sometimes collectively referred to as the "Company Stock").

1.03 Constituent and Surviving Corporations. Chromalloy and the Company are hereinafter sometimes referred to as the "Constituent Corporations", and Chromalloy as the corporation surviving the merger, which will continue under its own name and Articles of Incorporation after the merger, is hereinafter sometimes referred to as the "Surviving Corporation".

1.04 Action by Boards of Directors. The Boards of Directors of Chromalloy and the Company deem it advisable for the general welfare and advantage of corporations and their respective stockholders that the Company merge into Chromalloy pursuant to this Agreement and the applicable provisions of the laws of the State of Delaware and of the State of Texas, and that, upon such merger, all of the outstanding shares of the Company Stock shall be converted and changed into an aggregate of 197,475 shares of Chromalloy's \$1 par value Common Stock. Accordingly, the Boards of Directors of the Company and of Chromalloy approved this Agreement.

1.05 Shares Entitled to Vote. The holders of the Company Stock are entitled to vote on the merger. Chromalloy shareholders are not required to vote on nor will the merger be submitted to such shareholders for approval by reason of the fact that by virtue of Section 252(f) of the Delaware Corporation Law, Chromalloy is entitled to enter into and approve the merger provided for herein on the basis of the aforesaid action by its Board of Directors.

2. - CLOSING AND EFFECTIVE DATE

2.01 The Closing. The Closing of the Merger shall take place on the Closing Date at the offices of Chromalloy, Chromalloy Plaza Building, Clayton, Missouri 63105 at 10:00 A.M., St. Louis time, or at such other time and place as the parties may agree upon. Unless otherwise agreed, the Closing Date shall be the later of the third (3rd) business day next following; (i) the day upon which the affirmative vote of the required holders of the Company Stock approving the merger is obtained, or (ii) the day upon which the listing on the New York Stock Exchange, upon official notice of issuance, of the shares of Chromalloy Common Stock to be delivered hereunder is approved by such Exchange; provided, however, that, if the foregoing conditions shall not have been satisfied on or prior to November 30, 1974, this Agreement shall be void and none of the parties hereto shall have any further rights or obligations hereunder unless, prior to such date, such dates and the Closing are duly extended by mutual affirmative action, confirmed in writing, by Chromalloy and the Company.

2.02 The Effective Date. The "Effective Date" shall mean the date upon which Articles of Merger and other requisite certificates effecting the merger provided for herein are duly filed with the Secretary of State of Delaware and the Secretary of State of Texas. The parties agree to use their best efforts to cause such filing to occur on the Closing Date. In the event of a delay in such filing, however, which is beyond the control of the parties, the Effective Date shall be the

date of actual completion of filing of the requisite merger documents with both of said Secretaries of State and, notwithstanding Section 2.01, the Closing shall not be deemed completed on the Closing Date, but shall be continued from day to day until the Effective Date.

3. BASIC TERMS OF THE MERGER

3.01 The Merger. At the Effective Date, the Company shall be merged into Chromalloy on the terms and conditions hereinafter set forth as permitted by and in accordance with the corporation laws of the State of Delaware and the State of Texas. The merger shall become effective at the time and date described in Section 2.02.

3.02 Surviving Corporation. At the Effective Date, the separate existence of the Company shall cease and Chromalloy, as the Surviving Corporation, shall continue to exist as a corporation governed by the laws of the State of Delaware under the name of "Chromalloy American Corporation". The Surviving Corporation shall thereafter, consistent with its Articles of Incorporation, possess all the rights, privileges, powers, franchises and purposes of each of the Constituent Corporations; all the property, real, personal and mixed, of the Constituent Corporations shall vest in the Surviving Corporation without further act or deed; and the Surviving Corporation shall become liable for

all debts, liabilities, obligations and duties of each of the Constituent Corporations, with all other consequences provided under the laws of Delaware and Texas. At any time or from time to time after the Effective Date, the last acting officers of the Company, or the corresponding officers of the Surviving Corporation, shall in the name of the Company execute and deliver all such deeds, assignments and other instruments and take all such further action as the Surviving Corporation may deem necessary in order to carry out the intent and purpose of this Agreement.

3.03 Articles of Incorporation; By-Laws; Officers and Directors.

The Certificate of Incorporation of the Surviving and the By-Laws of the Surviving as of the Effective Date shall be the Certificate of Incorporation and By-Laws of the Surviving Corporation until further amended in accordance with applicable law. At the Effective Date, the officers and directors of the Surviving Corporation shall continue as immediately prior to such date. If on the Effective Date a vacancy shall exist in the Board of Directors or in any of the offices of the Surviving Corporation, such vacancy may thereafter be filled in accordance with applicable law. In addition each share of Chromalloy's capital stock outstanding on the Effective Date shall remain unchanged by the merger.

3.04 Company Stock. At the Effective Date, all shares of Company Stock then owned and outstanding (exclusive of treasury shares, which

shall be cancelled) shall be converted into and become a total of 197,175 shares of Chromalloy \$1 par value Common Stock (hereinafter sometimes referred to as "Chromalloy Stock") representing (subject to adjustment as hereinafter provided) one share of Chromalloy Common Stock for each outstanding share of the Company's Stock; provided, however, that the number of shares of Chromalloy Stock into which Company Stock is actually converted on the Effective Date will be adjusted downward to the extent that holders of the Company Stock outstanding on the Effective Date have asserted their statutory right to the fair value of their shares under Texas law on the basis of one share of Chromalloy Stock for each share of Company Stock for which the fair value is claimed and, in the event any such holder subsequently waives or forfeits his right to such fair value, the appropriate number of shares of Chromalloy Stock will be delivered to such holder upon surrender of his certificate(s) representing Company Stock in the manner hereinafter stated at the Effective Date, and without further consideration, the 2,525 shares of Company Stock held in the Company's Treasury shall be deemed cancelled and not converted. After the Merger becomes effective and upon compliance with the conditions stated in Section 2.05 below, Chromalloy will cause the appropriate number of shares of Chromalloy Stock to be transferred on the books of Chromalloy maintained by its transfer agent to the holders of record of the Company Stock outstanding and entitled to receive the same.

2.05 Surrender of Certificates. After the Effective Date, each holder of record of a certificate or certificates representing

shares of Company Stock outstanding immediately prior to the effectiveness of the Merger (other than one who has asserted and not waived his right to the fair value of his shares, hereinafter the "Company Stockholder") shall surrender the same to the Surviving Corporation or its designated agent and shall, subject to the additional conditions to delivery hereinafter stated, receive in exchange a certificate or certificates representing the number of shares of Chromalloy Stock into which such shares of Company Stock have been converted. As contemplated by law, each Company Stockholder will become a Stockholder of record of Chromalloy on the Effective Date even though he has not surrendered his certificate(s) representing Company stock as provided above. Dividends payable to such holders of record after the Effective Date with respect to shares of Chromalloy Stock shall be delivered to and held by the Surviving Corporation or its agent and not remitted to the holders of record who have not surrendered certificates nominally representing shares of Company Stock until such certificates are surrendered for exchange pursuant to this Section, at which time such dividends shall be remitted, without interest.

4. MUTUAL RIGHTS OF TERMINATION

This Agreement may be terminated at any time prior to the Closing Date by mutual consent of the Boards of Directors of the Constituent Corporations.

5. MISCELLANEOUS

5.01 Broker for Company. The Company represents and warrants that no person, firm or corporation has acted in capacity of broker on its or on the behalf of the Company Stockholders to bring about the negotiation of this Agreement, and the Company and the Company's Stockholders, to the extent of the value of the Deposit Shares, agree to indemnify and hold harmless Chromalloy against any claims or liabilities asserted against them by any person acting or claiming to act as a broker or finder on behalf of the Company or the Company Stockholders.

5.02 Broker for Chromalloy. Chromalloy represents and warrants that other than J. B. Howard, whose fee will be paid by Chromalloy, no person, firm or corporation has acted in the capacity of broker or finder on its behalf to bring about the negotiation of this Agreement, and agree to indemnify and hold harmless the Company Stockholders against any claims or liabilities asserted against them by any person acting or claiming to act as a broker or finder on behalf of Company.

5.03 Notices. Any notices or other communications required or permitted hereunder to Chromalloy or the Company shall be sufficiently given if delivered in person or sent by registered mail, postage prepaid, addressed as follows:

In the case of Chromalloy:

Chromalloy American Corporation
120 South Central Avenue
Clayton, Missouri 63105

Attention: W. B. Roberts, Secretary

In the case of Company:

Alamo Steel & Machine Company
U.S. Hwy. 81 N., Box 86
Waco, Texas 76703

Attention: S. S. James

with a copy to:

John T. MacNamara, Esq.
Citizens' Tower
Waco, Texas

or to such substituted address as any party has given notice to the other in writing.

5.04 Waivers and Amendments. Any failure by Chromalloy or the Company to comply with any of its obligations, agreements or covenants set forth herein may be expressly waived in writing authorized by the Board of Directors of the Company in the case of a default by Chromalloy, and by the Board of Directors or authorized officers of Chromalloy in case of a default by the Company. This Agreement may be amended or modified in whole or in part any time prior to the vote of the shareholders of the Company by an agreement in writing executed in the same manner as this Agreement and making specific reference thereto.

5.05 Counterparts. This Agreement may be executed in one or more counterparts, all of which taken together shall constitute one agreement.

5.06 Confidentiality Clause. Chromalloy and the Company each agree not to disclose any information of the property, equipment, plants and

IN WITNESS WHEREOF, this Agreement has been duly executed by
Chromalloy and by the Company as of and on the date first above ~~written~~.

CHROMALLOY AMERICAN CORPORATION

By W. S. Wald
Title Ex. Vice Pres.

(Corporate Seal)

ATTEST:

U. B. R. [Signature]
Secretary

ALAMO STEEL & MACHINE COMPANY

By _____
Title _____

(Corporate Seal)

ATTEST:

Secretary

IN WITNESS WHEREOF, this agreement has been duly executed by -
CHROMALLOY and by the company as of and on the date first above written.

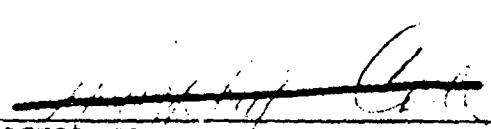
CHROMALLOY AMERICAN CORPORATION

(corporate seal)

BY: _____

Title _____

Attest:



Secretary

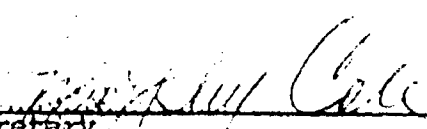
ALAMO STEEL AND MACHINE COMPANY

(corporate seal)

BY:  _____

Title President

Attest:



Secretary

CHROMALLOY AMERICAN CORPORATION

SECRETARY'S CERTIFICATE

I, W. B. Roberts, Secretary of Chromalloy American Corporation, a Delaware corporation, hereby certify that the Agreement and Plan of Merger to which this Certificate is attached, having been duly signed on behalf of Chromalloy American Corporation and on behalf of Alamo Steel and Machine Company, a Texas corporation, has been adopted by action of Chromalloy American Corporation's Board of Directors without any vote of its stockholders, as authorized under Section 252(e) and Section 215(F) of the Delaware General Corporation Law; and that the Agreement and Plan of Merger has been adopted pursuant to said subsections, and that, as of the date of this Certificate, the outstanding shares of Chromalloy American Corporation are such as to render said subsections applicable.

WITNESS MY HAND AND the Seal of Chromalloy American Corporation on this 30th day of September, 1974.



W. B. Roberts, Secretary

(SEAL)

ALAMO STEEL AND MACHINE COMPANY

SECRETARY'S CERTIFICATE

I, MURPHY COLE, Secretary of ALAMO STEEL AND MACHINE COMPANY, a Texas corporation, hereby certify that the agreement and plan of merger to which this certificate is attached having been duly signed on behalf of ALAMO STEEL AND MACHINE COMPANY and on behalf of CHROMALLOY AMERICAN CORPORATION has been authorized and adopted by action of ALAMO STEEL AND MACHINE COMPANY's Board of Directors and by vote of its shareholders as required under Part 5 of the Texas Business Corporation Act, and that the agreement and plan of merger has been adopted pursuant to said statute and that as of the date of this certificate the above referenced Part 5 of the Texas Business Corporation Act are applicable.

WITNESS MY HAND AND SEAL this 30th day of September, 1974.

(corporate seal)

Murphy Cole
Secretary

THE STATE OF TEXAS S
COUNTY OF MCLENNAN S

BEFORE ME, the undersigned authority, a Notary Public in and for said County and State, on this day personally appeared MURPHY COLE, known to me to be the person and officer whose name is subscribed to the foregoing instrument and acknowledged to me that the same was the act of the said ALAMO STEEL AND MACHINE COMPANY, a Texas corporation, and that he executed the same as the act of such corporation for the purposes and considerations therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 30th day of September, 1974.

Sam B. McLean
-13- Notary Public in and for McLennan
County, Texas

This Agreement and Plan of Merger having been duly adopted by the Stockholders of ALAMO STEEL & MACHINE COMPANY, and by the Board of Directors of Chromalloy American Corporation in accordance with the requirements of Sections 251 and 252 of the General Corporation Law of the State of Delaware and Sections 5.03 and 5.07 of the Texas Business Corporation Act that fact having been certified hereon by the Secretary of each of said Corporations under the respective corporate seals of said Corporations, each of said Corporations has caused this Agreement and Plan of Merger to be executed in its behalf by its Chairman of the Board, its President, or one of its Vice Presidents, and its Secretary or an Assistant Secretary, under its corporate seal.

CHROMALLOY AMERICAN CORPORATION

By W. L. Walsh
Title Ex. Vice Pres.

(SEAL)

Attest:

L. B. Roberts
Secretary

ALAMO STEEL AND MACHINE COMPANY

By _____
Title _____

(SEAL)

Attest:

Secretary

This agreement and plan of merger having been duly adopted by the stockholders of ALAMO STEEL AND MACHINE COMPANY and by the Board of Directors of CHROMALLOY AMERICAN CORPORATION in accordance with the requirements of Section 251 and 252 of the General Corporation Law of the State of Delaware and Section 5.03 and 5.07 of the Texas Business Corporation Act that fact having been certified hereon by the Secretary of each of said corporations under the respective corporate seals of said corporations, each of said corporations have caused this agreement and plan of merger to be executed in its behalf by its Chairman of the Board, its President, or one of its Vice-Presidents, and its Secretary or an assistant Secretary, under its corporate seal.

CHROMALLOY AMERICAN CORPORATION

(seal)

BY: _____

Title _____

Attest:

BY: _____
Secretary

ALAMO STEEL AND MACHINE COMPANY

(seal)

BY: S. L. Spence

Title President

Attest:

BY: M. J. Case
Secretary

ACKNOWLEDGEMENTS

STATE OF MISSOURI)
) SS.
COUNTY OF ST. LOUIS)

On this 30th day of September, 1974, before me came W. Stanley Walch, to me known, who, being by me duly sworn, did depose and say that he resides at St. Louis County, Missouri; that, he is Executive Vice President of CHROMALLOY AMERICAN CORPORATION, one of the corporations described in and which executed the foregoing Agreement and Plan of Merger; that he knows the seal of said corporation; that the seal affixed to said Agreement is the seal of said corporation; that said seal was so affixed by authority of the Board of Directors of said corporation; and that he signed his name to said Agreement by like authority; and he acknowledged to me that he executed said Agreement on behalf of said corporation; that the same is the act and deed of said corporation for the uses and purposes therein expressed; and that the facts stated therein are true.

W. Stanley Walch
Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF MISSOURI
MY COMMISSION EXPIRES MAY 16, 1977

(SEAL)

THE STATE OF TEXAS

§

COUNTY OF McLENNAN

§

On this 30th day of September, 1974, before me came s. s.
JAMES, to me known who being by me duly sworn did depose and
say that he resides at 3028 Pine, Waco, Texas 76708; that he is
President of ALAMO STEEL AND MACHINE COMPANY, one of the corporations
described in and which executed the foregoing agreement and plan of
merger; that he knows the seal of said corporation; that the seal affixed
to said agreement is the seal of said corporation; that such seal was
so affixed by authority of the Board of Directors of said corporation;
and that he signed his name to said agreement by like authority; and he
acknowledged to me that he had executed said agreement on behalf of
said corporation; that the same is the act and deed of said corporation
for the uses and purposes therein expressed; and that the facts stated
therein are true.

(seal)

Robert B. McManis Jr.
Notary Public in and for
McLennan County, Texas

My commission expires:

June 1, 1975.

Certificate of Agreement of Merger of the "ALAMO STEEL & MACHINE COMPANY",
a corporation organized and existing under the laws of the State of Texas,
merging with and into the "CHRONOLLOY AMERICAN CORPORATION",
a corporation organized and existing under the laws of the State of Delaware,
under the name of "CHRONOLLOY AMERICAN CORPORATION",
as received and filed in this office the thirtieth day of September,
A.D. 1974, at o'clock A.M.

And I do hereby further certify that the aforesaid Corporation shall
be governed by the laws of the State of Delaware.

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:


WITH AND INTO "CHROMALLOY AMERICAN CORPORATION" UNDER THE NAME OF "CHROMALLOY AMERICAN CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRD DAY OF DECEMBER, A.D. 1974, AT 9 O'CLOCK A.M.

0685605 8100M

100226700

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7841182

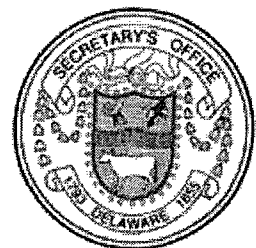
DATE: 03-01-10



State of Delaware

The Official Website for the First State

The Secretary of State of Delaware issued a certificate for CHROMALLOY AMERICAN CORPORATION whose file number is 0685605 on 03/01/2010 under request number 100226700 for authentication number 7841182.



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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

LEON-FERENBACH, INCORPORATED

INTO

CHROMALLOY AMERICAN CORPORATION

CHROMALLOY AMERICAN CORPORATION, a corporation organized and existing under the laws of Delaware.

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 26th day of August 1968, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of Leon-Ferenbach, Incorporated, a corporation incorporated on the 9th day of April, 1909, pursuant to the Business Corporation Law of the Commonwealth of Pennsylvania.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted on the 20th day of November, 1974, determined to and did merge into itself said Leon-Ferenbach, Incorporated:

RESOLVED, that the merger into this Corporation of Leon-Ferenbach, Incorporated, is hereby authorized and approved, and upon the effective date of said merger, this Corporation assumes all of said subsidiary's respective obligations; and be it further

RESOLVED, that the merger of the foregoing Pennsylvania subsidiary shall be effective upon the date of filing with Secretary of State of Delaware of the Certificate of Ownership and Merger hereinafter referred to; notwithstanding the foregoing, in the event said Certificate of Ownership and Merger has not been filed by the Secretary of State of Delaware on or before November 30, 1974, for accounting and tax purposes only, the merger shall be deemed by this Corporation to have been effected on November 30, 1974; and be it further

RESOLVED, that, upon the effective date of the merger, the officers of the above-named company will remain as the respective officers of the newly created division of this Corporation; and be it further

RESOLVED, that the proper officers of this Corporation be, and they hereby are, directed to make and execute under the corporate seal of this Corporation, a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said subsidiary into this Corporation, and for this Corporation to assume their liabilities and obligations on the date of adoption thereof, and to cause the same to be filed with the Secretary of State and a certified copy in the Office of the Recorder of Deeds of New Castle County, and to do all acts and things whatsoever required, whether within or without the State of Delaware, which may in anywise be necessary or proper to effect said merger.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be terminated and abandoned by the Board of Directors of CHROMALLOY AMERICAN CORPORATION at any time prior to the date of filing the merger with the Secretary of State of Delaware.

IN WITNESS WHEREOF, said CHROMALLOY AMERICAN CORPORATION has caused its corporate seal to be hereunto affixed and this certificate to be signed by W. S. Walch, its Executive Vice President, and attested by W. B. Roberts, its Secretary, this 22nd day of November, 1974.

CHROMALLOY AMERICAN CORPORATION

By

W. S. Walch
W. S. Walch, Executive Vice
President

(CORPORATE SEAL)

Attest:

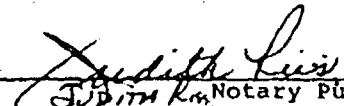
By

W. B. Roberts
W. B. Roberts, Secretary

STATE OF MISSOURI)
) ss:
COUNTY OF ST. LOUIS)

BE IT REMEMBERED that on this 22nd day of November, 1974,
personally came before me, a Notary Public in and for the
County and State aforesaid, W. S. Walch, Executive Vice President
of CHRONALLOY AMERICAN CORPORATION, a corporation of the State of
Delaware, and he duly executed said certificate before me and
acknowledged the said certificate to be his act and deed and the
act and deed of said corporation and the facts stated therein are
true; and that the seal affixed to said certificate and attested
by the Secretary of said corporation is the common or corporate
seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of
office the day and year aforesaid.


Judith L. Linn, Notary Public

(SEAL)

Certificate of Ownership of the "CHROMALLOY AMERICAN CORPORATION"

a corporation organized and existing under the laws of the State of Delaware,

merging "LEON-FERENBACH, INCORPORATED",

a corporation organized and existing under the laws of the ~~State of~~ Commonwealth of Pennsylvania,

pursuant to Section 253 of the General Corporation Law of the State of Delaware,

as received and filed in this office the third day of December,

A.D. 1974, at 9 o'clock A.M.

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:


WITH AND INTO "CHROMALLOY AMERICAN CORPORATION" UNDER THE NAME OF "CHROMALLOY AMERICAN CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE ELEVENTH DAY OF DECEMBER, A.D. 1974, AT 9 O'CLOCK A.M.



0685605 8100M

100226700

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7841183

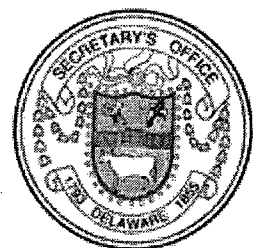
DATE: 03-01-10



State of Delaware

The Official Website for the First State

The Secretary of State of Delaware issued a certificate for CHROMALLOY AMERICAN CORPORATION whose file number is 0685605 on 03/01/2010 under request number 100226700 for authentication number 7841183.



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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

A.B.R. CHEMICAL COMPANY

INTO

CHRONALLOY AMERICAN CORPORATION

* * * * *

CHRONALLOY AMERICAN CORPORATION, a corporation organized and existing under the laws of Delaware.

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 26th day of August 1968, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of A.B.R. Chemical Company, a corporation incorporated on the 13th day of February, 1970, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted on the 20th day of November, 1974, determined to and did merge into itself said A.B.R. Chemical Company:

RESOLVED, that the merger into this Corporation of A.B.R. Chemical Company, a wholly-owned subsidiary of this Corporation, is hereby authorized and approved, and upon the effective date of said merger, this Corporation assumes all of said subsidiary's respective obligations; and be it further

RESOLVED, that the merger of the foregoing Delaware subsidiary shall be effective upon the date of filing with Secretary of State of Delaware of the Certificate of Ownership and Merger hereinafter referred to; notwithstanding the foregoing, in as much as all business activities of A.B.R. Chemical Company were effectively discontinued as of May 31, 1974, and since that date this Corporation as the sole shareholder of A.B.R. Chemical Company, has deemed it advisable to abandon and discontinue all business activities and operating authority of said subsidiary and to sell assets of that Company, regardless of the date on which the Certificate of Ownership and Merger is filed with the Secretary of State of Delaware, for accounting and tax purposes only, the merger shall be deemed by this Corporation to have been effected as of May 31, 1974; and be it further

RESOLVED, that, upon the effective date of the merger, the officers of the above-named company will remain as the respective officers of the newly created division of this Corporation; and be it further

RESOLVED, that the proper officers of this Corporation be, and they hereby are, directed to make and execute under the corporate seal of this Corporation, a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said subsidiary into this Corporation, and for this Corporation to assume their liabilities and obligations on the date of adoption thereof, and to cause the same to be filed with the Secretary of State and a certified copy in the Office of the Recorder of Deeds of New Castle County, and to do all acts and things whatsoever required, whether within or without the State of Delaware, which may in any-wise be necessary or proper to effect said merger.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be terminated and abandoned by the Board of Directors of CHROMALLOY AMERICAN CORPORATION at any time prior to the date of filing the merger with the Secretary of State of Delaware.

IN WITNESS WHEREOF, said CHROMALLOY AMERICAN CORPORATION has caused its corporate seal to be hereunto affixed and this certificate to be signed by W. S. Walch, its Executive Vice President, and attested by W. B. Roberts, its Secretary, this 22nd day of November, 1974.

CHROMALLOY AMERICAN CORPORATION

By W. S. Walch
W. S. Walch, Executive Vice
President

(CORPORATE SEAL)

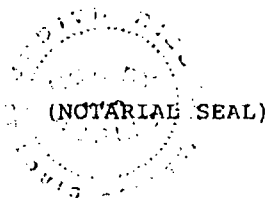
Attest:

By W. B. Roberts
W. B. Roberts, Secretary

STATE OF MISSOURI)
) ss.
COUNTY OF ST. LOUIS)

BE IT REMEMBERED that on this 22nd day of November, 1974,
personally came before me, a Notary Public in and for the
County and State aforesaid, W. S. Walch, Executive Vice President
of CHROMALLOY AMERICAN CORPORATION, a corporation of the State of
Delaware, and he duly executed said certificate before me and
acknowledged the said certificate to be his act and deed and the
act and deed of said corporation and the facts stated therein are
true; and that the seal affixed to said certificate and attested
by the Secretary of said corporation is the common or corporate
seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of
office the day and year aforesaid.



Judith L. Rice
Notary Public

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:


WITH AND INTO "CHROMALLOY AMERICAN CORPORATION" UNDER THE NAME OF "CHROMALLOY AMERICAN CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF AUGUST, A.D. 1977, AT 2 O'CLOCK P.M.

0685605 8100M

100226700

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7841184

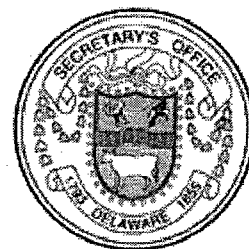
DATE: 03-01-10



State of Delaware

The Official Website for the First State

The Secretary of State of Delaware issued a certificate for CHROMALLOY AMERICAN CORPORATION whose file number is 0685605 on 03/01/2010 under request number 100226700 for authentication number 7841184.



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CERTIFICATE OF MERGER
OF
GORDON CLOTHES, INC.
INTO
CHROMALLOY AMERICAN CORPORATION

The undersigned corporation

DOES HEREBY CERTIFY:

FIRST: The name and state of incorporation of each of
the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Gordon-Clothes, Inc.	Pennsylvania
Chromalloy American Corporation	Delaware

SECOND: An Agreement and Plan of Merger between the
parties to the merger has been approved, adopted, certified,
executed and acknowledged by each of the constituent corpora-
tions in accordance with the requirements of subsections (c)
of Section 252 of the General Corporation Law of the State
of Delaware.

THIRD: The name of the surviving corporation of the
merger is Chromalloy American Corporation, a Delaware corpora-
tion.

FOURTH: The Certificate of Incorporation of Chromalloy
American Corporation, a Delaware corporation, shall be the
Certificate of Incorporation of the surviving corporation.

FIFTH: The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of said principal place of business is: Chromalloy American Corporation, 120 South Central Avenue, Clayton, Missouri 63105, Attention: Corporate Secretary.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished on request and without cost of any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of the foreign corporation which is a party to the merger is as follows:.

<u>CORPORATION</u>	<u>CLASS</u>	<u>NUMBER OF AUTHORIZED SHARES</u>	<u>PAR VALUE PER SHARE</u>
Gordon Clothes, Inc.	Common	200,00	No Par

EIGHTH: This Certificate of Merger shall be effective on the date of filing with the Secretary of State of the State of Delaware. However, for tax purposes the effective date shall be August 31, 1977.

CHROMALLOY AMERICAN CORPORATION

By W. B. Roberts
W. B. Roberts, Executive V. Pres.
Secretary

(SEAL)

ATTEST:

By K. B. Friedman
K. B. Friedman
Assistant Secretary

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

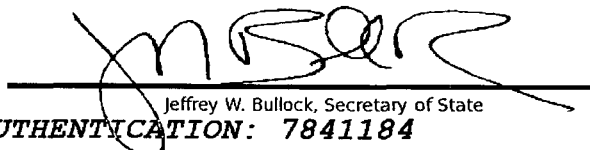
WITH AND INTO "CHROMALLOY AMERICAN CORPORATION" UNDER THE NAME OF "CHROMALLOY AMERICAN CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF AUGUST, A.D. 1977, AT 2 O'CLOCK P.M.



0685605 8100M

100226700

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7841184

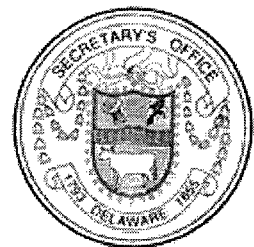
DATE: 03-01-10



State of Delaware

The Official Website for the First State

The Secretary of State of Delaware issued a certificate for CHROMALLOY AMERICAN CORPORATION whose file number is 0685605 on 03/01/2010 under request number 100226700 for authentication number 7841184.



[Back](#)

CERTIFICATE OF MERGER
OF
GORDON CLOTHES, INC.
INTO
CHROMALLOY AMERICAN CORPORATION

The undersigned corporation

DOES HEREBY CERTIFY:

FIRST: The name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Gordon-Clothes, Inc.	Pennsylvania
Chromalloy American Corporation	Delaware

SECOND: An Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of subsections (c) of Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation of the merger is Chromalloy American Corporation, a Delaware corporation.

FOURTH: The Certificate of Incorporation of Chromalloy American Corporation, a Delaware corporation, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of said principal place of business is: Chromalloy American Corporation, 120 South Central Avenue, Clayton, Missouri 63105, Attention: Corporate Secretary.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished on request and without cost of any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of the foreign corporation which is a party to the merger is as follows:

<u>CORPORATION</u>	<u>CLASS</u>	<u>NUMBER OF AUTHORIZED SHARES</u>	<u>PAR VALUE PER SHARE</u>
Gordon Clothes, Inc.	Common	200,00	No Par

EIGHTH: This Certificate of Merger shall be effective on the date of filing with the Secretary of State of the State of Delaware. However, for tax purposes the effective date shall be August 31, 1977.

CHROMALLOY AMERICAN CORPORATION

By

W. B. Roberts
W. B. Roberts, Executive V. Pres.
3 Secretary

(SEAL)

ATTEST:

By

K. B. Friedman
K. B. Friedman
Assistant Secretary

2

Delaware

PAGE 1

The First State

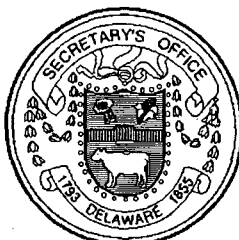
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:


WITH AND INTO "CHROMALLOY AMERICAN CORPORATION" UNDER THE NAME OF "CHROMALLOY AMERICAN CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF AUGUST, A.D. 1977, AT 12:15 O'CLOCK P.M.

0685605 8100M

100226700

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7841185

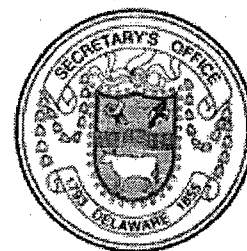
DATE: 03-01-10



State of Delaware

The Official Website for the First State

The Secretary of State of Delaware issued a certificate for CHROMALLOY AMERICAN CORPORATION whose file number is 0685605 on 03/01/2010 under request number 100226700 for authentication number 7841185.



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CERTIFICATE OF MERGER
OF
ALABAMA METAL PRODUCTS COMPANY, INC.
INTO
CHROMALLOY AMERICAN CORPORATION

The undersigned do hereby certify, pursuant to
Section 251(c) of the General Corporation Law of the
State of Delaware, as follows:

FIRST: The name and state of incorporation of each of
the constituent corporations of the merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
ALABAMA METAL PRODUCTS COMPANY, INC.	Delaware
Chromalloy American Corporation	Delaware

SECOND: An Agreement and Plan of Merger between the
parties to the merger has been approved, adopted, certified,
executed and acknowledged by each of the constituent corpora-
tions in accordance with the requirements of subsection (c)
of Section 251 of the General Corporation Law of the State
of Delaware.

THIRD: The name of the surviving corporation of the
merger is Chromalloy American Corporation a Delaware corporation.

FOURTH: The Certificate of Incorporation of Chromalloy
American Corporation, a Delaware corporation, shall be the
Certificate of Incorporation of the surviving corporation.

FIFTH: The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of said principal place of business is: Chromalloy American Corporation, 120 South Central Avenue, Clayton, Missouri 63105, Attention: Corporate Secretary.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished on request and without cost to any stockholder of any constituent corporation.

SEVENTH: This Certificate of Merger shall be effective on the later of August 26, 1977 1977, or the date of filing with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, each of the constituent corporations has caused this certificate to be signed by its appropriate officer as designated on the 22nd day of August, 1977.

CHROMALLOY AMERICAN CORPORATION

(SEAL)

ATTEST:

By

Charles R. Brown
Assistant Secretary

By

W. B. Brown
Executive Vice President

ALABAMA METAL PRODUCTS COMPANY, INC.

(SEAL)

ATTEST:

By

Silas Spengler
Silas Spengler, Assistant Secretary

By

Donald J. Sutherland
Donald J. Sutherland, President

STATE OF MISSOURI)
COUNTY OF ST LOUIS) ss.:

BE IT REMEMBERED, that on this 22nd day of August, 1977, personally came before me, a Notary Public in and for the County and State aforesaid, W. B. Roberts and J. C. P. P. 22nd, 1977, Vice President and ^{Asst.} Secretary, respectively, of CHROMALLOY AMERICAN CORPORATION, a corporation of the State of Delaware, and they duly executed the foregoing certificate before me and each acknowledged the said certificate to be his act and deed and the act and deed of said corporation and that the facts stated therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.



Nancy P. P. 22nd
Notary Public
NANCY P. P. 22nd

NOTARY PUBLIC STATE OF MISSOURI
MY COMMISSION EXPIRES MAY 14, 1978

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

WITH AND INTO "CHROMALLOY AMERICAN CORPORATION" UNDER THE NAME OF "CHROMALLOY AMERICAN CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTH DAY OF OCTOBER, A.D. 1977, AT 4:30 O'CLOCK P.M.

0685605 8100M

100226700

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7841186

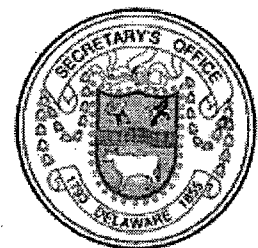
DATE: 03-01-10



State of Delaware

The Official Website for the First State

The Secretary of State of Delaware issued a certificate for CHROMALLOY AMERICAN CORPORATION whose file number is 0685605 on 03/01/2010 under request number 100226700 for authentication number 7841186.



[Back](#)

CERTIFICATE OF MERGER
OF
AARON BROTHERS CORPORATION
INTO
CHROMALLOY AMERICAN CORPORATION

The undersigned corporation

DOES HEREBY CERTIFY:

FIRST: The name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Aaron Brothers Corporation	California
Chromalloy American Corporation	Delaware

SECOND: An Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of subsections (c) of Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation of the merger is Chromalloy American Corporation, a Delaware corporation.

FOURTH: The Certificate of Incorporation of Chromalloy American Corporation, a Delaware corporation, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of said principal place of business is:

Chromalloy American Corporation
120 South Central Avenue
Clayton, Missouri 63105
Attn: Corporate Secretary

SIXTH: A copy of the Agreement and Plan of Merger will be furnished on request and without cost to any Stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of the foreign corporation which is a party to the merger is as follows:

<u>CORPORATION</u>	<u>CLASS</u>	<u>NUMBER OF AUTHORIZED SHARES</u>	<u>PAR VALUE PER SHARE</u>
Aaron Brothers Corporation	Common	15,000,000	\$.10

EIGHTH: The Certificate of Merger shall be effective on the date of filing with the Secretary of State of the State of Delaware. However, for tax and accounting purposes the merger will be deemed to be effective on September 30, 1977.

CHROMALLOY AMERICAN CORPORATION

By W. B. Roberts

W. B. Roberts, Executive
Vice President

SEAL

Attest:

K. B. Friedman
K. B. Friedman, Assistant
Secretary

Delaware

PAGE 1

The First State

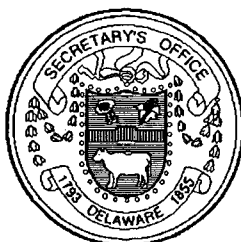
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

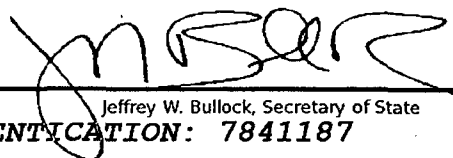
WITH AND INTO "CHROMALLOY AMERICAN CORPORATION" UNDER THE NAME OF "CHROMALLOY AMERICAN CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF OCTOBER, A.D. 1977, AT 1 O'CLOCK P.M.

0685605 8100M

100226700

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7841187

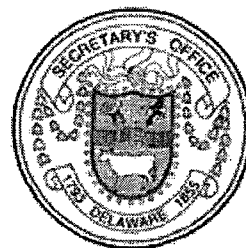
DATE: 03-01-10



State of Delaware

The Official Website for the First State

The Secretary of State of Delaware issued a certificate for CHROMALLOY AMERICAN CORPORATION whose file number is 0685605 on 03/01/2010 under request number 100226700 for authentication number 7841187.



[Back](#)

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

GORDON SALES ASSOCIATES, INC.

INTO

CHROMALLOY AMERICAN CORPORATION

CHROMALLOY AMERICAN CORPORATION, a corporation organized and existing under the laws of Delaware.

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 26th day of August, 1968, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of the stock of Gordon Sales Associates, Inc., a corporation incorporated on the 6th day of January, 1964, pursuant to the New York Business Corporation Law.

THIRD: That this corporation, by the following resolutions of the Executive Committee of the Board of Directors of this corporation, duly adopted on the 30th day of September, 1977, determined to and pursuant to section 253 of the Delaware Corporation Law, does hereby merge into itself said Gordon Sales Associates, Inc.:

RESOLVED, that the merger into this Corporation, of Gordon Sales Associates, Inc. is hereby authorized and approved, and upon the effective date of said merger, this Corporation assumes said subsidiary's obligations; and be it further

RESOLVED, that the merger of the foregoing subsidiary shall be effective upon the date of filing with the Secretary of State of Delaware of the Certificate of Ownership and Merger hereinafter referred to; notwithstanding the foregoing, in the event said Certificate of Ownership and Merger has not been filed with the Secretary of State of Delaware on September 30, 1977, for all accounting and tax purposes only, the merger shall be deemed by this Corporation to have been effected on September 30, 1977; and be it further

RESOLVED, that the proper officers of this Corporation be, and they hereby are, directed to make and execute under the corporate seal of this Corporation, a Certificate of Ownership of a merger setting forth a copy of the resolutions to merge said subsidiary into this Corporation, and for this Corporation to assume its liabilities and obligations on the date of adoption hereof, and to cause the same to be filed with the Secretary of State of Delaware, and record same in the Office of the Recorder of Deeds of New Castle County, and to all acts and things whatsoever required, whether within or without the State of Delaware, which may in anywise be necessary or proper to effect said merger.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be terminated and abandoned by the Executive Committee of the Board of Directors of CHROMALLOY AMERICAN CORPORATION at any time prior to the date of filing the merger with the Secretary of State.

IN WITNESS WHEREOF, said CHROMALLOY AMERICAN CORPORATION has caused its corporate seal to be hereunto affixed and this certificate to be signed by W. B. Roberts, its Executive Vice President, and attested by K. B. Friedman, its Assistant Secretary, this 30th day of September, 1977.

CHROMALLOY AMERICAN CORPORATION

By W. B. Roberts
W. B. Roberts, Executive Vice
President

(CORPORATE SEAL)

ATTEST:

By K. B. Friedman
K. B. Friedman, Assistant
Secretary

STATE OF MISSOURI)
) ss.
COUNTY OF ST. LOUIS)

BE IT REMEMBERED that on this 30th day of September, 1977,
personally came before me, a Notary Public in and for the
County and State aforesaid, W. B. Roberts, Executive Vice
President of CHROMALLOY AMERICAN CORPORATION, a corporation
of the State of Delaware, and he duly executed said certifi-
cate before me and acknowledged the said certificate to be
his act and deed and the act and deed of said corporation
and the facts stated therein are true; and that the seal
affixed to said certificate and attested by the Assistant
Secretary of said corporation is the common or corporate
seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
of office the day and year aforesaid.

Nancy Pigg
Nancy Pigg, Notary Public

NOTARY PUBLIC STATE OF MISSOURI
MY COMMISSION EXPIRES MAY 16, 1978

(SEAL)

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

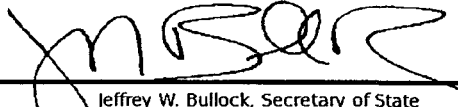
WITH AND INTO "CHROMALLOY AMERICAN CORPORATION" UNDER THE NAME OF "CHROMALLOY AMERICAN CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF NOVEMBER, A.D. 1977, AT 4 O'CLOCK P.M.

0685605 8100M

100226700

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7841188

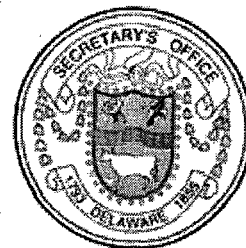
DATE: 03-01-10



State of Delaware

The Official Website for the First State

The Secretary of State of Delaware issued a certificate for CHROMALLOY AMERICAN CORPORATION whose file number is 0685605 on 03/01/2010 under request number 100226700 for authentication number 7841188.



[Back](#)

CERTIFICATE OF MERGER

OF

E.D.M. OF TEXAS, INC.

AND

UNITED FABRICATION, INC.

AND

AIR VAC CORPORATION

INTO

CHROMALLOY AMERICAN CORPORATION

The undersigned corporation

DOES HEREBY CERTIFY:

FIRST: The name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
E.D.M. of Texas, Inc.	Texas
United Fabrication, Inc.	Texas
Air Vac Corporation	Texas
Chromalloy American Corporation	Delaware

SECOND: An Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of subsections (c) of Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation of the merger is Chromalloy American Corporation a Delaware corporation.

0039 0-57

FOURTH: The Certificate of Incorporation of Chromalloy American Corporation, a Delaware corporation shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation. The address of said principal place of business is: Chromalloy American Corporation, 120 South Central Avenue, Clayton, Missouri 63105, Attention: Corporate Secretary.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished on request and without cost to any stockholder of any constituent corporation.

SEVENTH: The Authorized capital stock of the foreign corporation which is a party to the merger is as follows:

<u>Corporation</u>	<u>Class</u>	<u>Number of Authorized Shares</u>	<u>Par Value Per Share</u>
E.D.M. of Texas, Inc.	Common	10,000,000	\$0.10
United Fabrication, Inc.	Common	50,000	\$1.00
Air Vac Corporation	Common	100,000	\$0.10

EIGHTH: This Certificate of Merger shall be effective on the date of filing with the Secretary of State of the State of Delaware.

CHROMALLOY AMERICAN CORPORATION-

By R. J. Valley
Executive Vice President

(SEAL)

ATTEST:

By [Signature]
Assistant Secretary

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

BE IT REMEMBERED, that on this 11th day of August, 1977, personally came before me, a Notary Public in and for the County and State aforesaid, Donald J. Sutherland and Silas Spengler, President and Assistant-Secretary, respectively, of ALABAMA METAL PRODUCTS COMPANY, INC., a corporation of the State of Delaware, and they duly executed the foregoing certificate to be their act and deed and the act and deed of said corporation and that the facts stated therein are true; and that the seal affixed to said certificate and attested by the Secretary of said corporation is the common or corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.


Notary Public

GREGORY KATZ
Notary Public, State of New York
No. 314522950
Qualified in New York County
Commission Expires March 30, 1978

(SEAL)

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:


WITH AND INTO "CHROMALLOY AMERICAN CORPORATION" UNDER THE NAME OF "CHROMALLOY AMERICAN CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF JULY, A.D. 1979, AT 9 O'CLOCK A.M.

0685605 8100M

100226700

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7841189

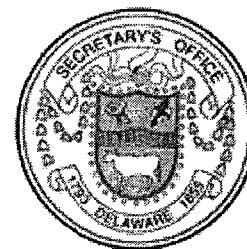
DATE: 03-01-10



State of Delaware

The Official Website for the First State

The Secretary of State of Delaware issued a certificate for CHROMALLOY AMERICAN CORPORATION whose file number is 0685605 on 03/01/2010 under request number 100226700 for authentication number 7841189.



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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

ARROW GROUP INDUSTRIES, INC.

INTO

CHROMALLOY AMERICAN CORPORATION

CHROMALLOY AMERICAN CORPORATION, a corporation organized and existing under the laws of Delaware.

DOES HEREBY CERTIFY:

FIRST: That this Corporation was incorporated on the 26th day of August, 1968, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this Corporation owns

all of the outstanding shares of the stock of Arrow Group Industries, Inc., a corporation incorporated on the 21st day of October, 1969, pursuant to the Business Corporation Act of the State of New Jersey.

THIRD: That this Corporation, by the following resolutions of the Board of Directors of this Corporation, duly adopted on the 12th day of June, 1979, determined to and did merge into itself said Arrow Group Industries, Inc.:

RESOLVED, that the merger into this Corporation of Arrow Group Industries, Inc., is hereby authorized and approved, and upon the effective date of said merger, this Corporation assumes all of said subsidiary's respective obligations; and be it further

RESOLVED, that the merger of the foregoing New Jersey subsidiary shall be effective upon the date of filing with Secretary of State of Delaware of the Certificate of Ownership and Merger hereinafter referred to; notwithstanding the foregoing, in the event said Certificate of Ownership and Merger has not been filed by the Secretary of State of Delaware on or before June 30, 1979, for accounting and tax purposes

only, the merger shall be deemed by this Corporation to have been effected on June 30, 1979; and be it further

RESOLVED, that, upon the effective date of the merger, the officers of the above-named company will remain as the respective officers of the newly created division of this Corporation; and be it further

RESOLVED, that the proper officers of this Corporation be, and they hereby are, directed to make and execute under the corporate seal of this Corporation, a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said subsidiary into this Corporation, and for this Corporation to assume its liabilities and obligations on the date of adoption hereof, and to cause the same to be filed with the Secretary of State and a certified copy in the Office of the Recorder of Deeds of New Castle County, and to do all acts and things whatsoever required, whether within or without the State of Delaware, which may in anywise be necessary or proper to effect said merger.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be terminated and abandoned by the Board of Directors of CHROMALLOY AMERICAN CORPORATION at any time prior to the date of filing the merger with the Secretary of State.

IN WITNESS WHEREOF, said CHROMALLOY AMERICAN CORPORATION has caused its corporate seal to be hereunto affixed and this certificate to be signed by W. B. Roberts, its Executive Vice President, and attested by Angelo M. Pezzani, its Assistant Secretary, this 20th day of July, 1979.

CHROMALLOY AMERICAN CORPORATION

(CORPORATE SEAL)

ATTEST:

By Angelo M. Pezzani
Angelo M. Pezzani
Assistant Secretary

By W. B. Roberts
W. B. Roberts, Executive Vice
President

STATE OF MISSOURI)
) ss.
COUNTY OF ST. LOUIS)

HE IT REMEMBERED that on this 20th day of July, 1979,
personally came before me, a Notary Public in and for the
County and State aforesaid, W. B. Roberts, Executive Vice
President of CHROMALLOY AMERICAN CORPORATION, a corporation
of the State of Delaware, and he duly executed said certifi-
cate before me and acknowledged the said certificate to be
his act and deed and the act and deed of said corporation
and the facts stated therein are true; and that the seal
affixed to said certificate and attested by the Assistant
Secretary of said corporation is the common or corporate
seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and
seal of office the day and year aforesaid.

(SEAL)

My commission expires

Nancy Pigue
Notary Public

NANCY FIGUE
NOTARY PUBLIC STATE OF MISSOURI
ST. LOUIS CO.

MY COMMISSION EXPIRES MAY. 16 1982
ISSUED THRU MISSOURI NOTARY ASSOC.

Certificate of Ownership of the "CHROMALLOY AMERICAN CORPORATION",
a corporation organized and existing under the laws of the State of Delaware,
merging "PARROW GROUP INDUSTRIES, INC.",
a corporation organized and existing under the laws of the State of New Jersey,
pursuant to Section 253 of the General Corporation Law of the State of Delaware,
as received and filed in this office the twenty-sixth day of July,
A.D. 1979, at 9 o'clock A.M.

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:


WITH AND INTO "CHROMALLOY AMERICAN CORPORATION" UNDER THE NAME OF "CHROMALLOY AMERICAN CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1979, AT 9 O'CLOCK A.M.

0685605 8100M

100226700

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7841190

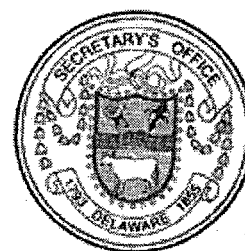
DATE: 03-01-10



State of Delaware

The Official Website for the First State

The Secretary of State of Delaware issued a certificate for CHROMALLOY AMERICAN CORPORATION whose file number is 0685605 on 03/01/2010 under request number 100226700 for authentication number 7841190.



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CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
CHROMALLOY INTERNATIONAL CORPORATION
INTO
CHROMALLOY AMERICAN CORPORATION

CHROMALLOY AMERICAN CORPORATION, a corporation organized and existing under the laws of Delaware.

DOES HEREBY CERTIFY:

FIRST: That this Corporation was incorporated on the 26th day of August, 1968, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this Corporation owns all of the outstanding shares of the stock of Chromalloy International Corporation a corporation incorporated on the 13th day of August, 1974 pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this Corporation, by the following resolutions of the Board of Directors of this Corporation, duly adopted on the 11th day of December, 1979, determined to and did merge into itself said Chromalloy International Corporation:

RESOLVED, that the merger into this Corporation of Chromalloy International Corporation, is hereby authorized and approved, and upon the effective date of said merger, this Corporation assumes all of said subsidiary's respective obligations; and be it further

RESOLVED, that the merger of the foregoing Delaware subsidiary shall be effective upon the date of filing with the Secretary of State of Delaware of the Certificate of Ownership and Merger hereinafter referred to; notwithstanding the foregoing, in the event said Certificate of Ownership and Merger has not been filed by the Secretary of State of Delaware on or before December 31, 1979, for accounting and tax purposes only, the merger shall be deemed by this Corporation to have been effected on December 31, 1979; and be it further

RESOLVED, that, upon the effective date of the merger, the officers of the above-named company will remain as the respective officers of the newly created division of this Corporation; and be it further

RESOLVED, that the proper officers of this Corporation be, and they hereby are, directed to make and execute under the corporate seal of this Corporation, a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said subsidiary into this Corporation, and for this Corporation to assume its liabilities and obligations on the date of adoption hereof, and to cause the same to be filed with the Secretary of State and a certified copy in the Office of the Recorder of Deeds of New Castle County, and to do all acts and things whatsoever required, whether within or without the State of Delaware, which may in anywise be necessary or proper to effect said merger.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be terminated and abandoned by the Board of Directors of CHROMALLOY AMERICAN CORPORATION at any time prior to the date of filing the merger with the Secretary of State.

IN WITNESS WHEREOF, said CHROMALLOY AMERICAN CORPORATION has caused its corporate seal to be hereunto affixed and this certificate to be signed by W. B. Roberts, its Executive Vice President, and attested by Angelo M. Pezzani, its Assistant Secretary, this 15th day of December, 1979.

CHROMALLOY AMERICAN CORPORATION

By W. B. Roberts
W. B. Roberts, Executive Vice
President

(CORPORATE SEAL)

ATTEST:

By Angelo M. Pezzani
Angelo M. Pezzani
Assistant Secretary

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"CRO-MARINE, INC.", A DELAWARE CORPORATION,
WITH AND INTO "CHROMALLOY AMERICAN CORPORATION" UNDER THE NAME OF "CHROMALLOY AMERICAN CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1985, AT 10:01 O'CLOCK A.M.

0685605 8100M

100226700

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7841191

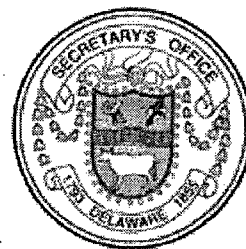
DATE: 03-01-10



State of Delaware

The Official Website for the First State

The Secretary of State of Delaware issued a certificate for CHROMALLOY AMERICAN CORPORATION whose file number is 0685605 on 03/01/2010 under request number 100226700 for authentication number 7841191.



[Back](#)

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FILED

DEC 31 1985

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

CRO-MARINE, INC., a corporation incorporated on the 12th day of June, 1981, pursuant to the General Corporation Law of the State of Delaware,

INTO

CHROMALLOY AMERICAN CORPORATION, a Delaware corporation.

CHROMALLOY AMERICAN CORPORATION, a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY THAT:

FIRST: This Corporation was incorporated on the 26th day of August, 1968 pursuant to the General Corporation Law of the State of Delaware.

SECOND: This Corporation owns all of the outstanding shares of the stock of Cro-Marine, Inc., the constituent corporation of the merger:

THIRD: In accordance with the requirements of Section 253 of the General Corporation Law of the State of Delaware, this Corporation by the following resolutions of its Board of Directors duly adopted on December 18, 1985 determined to merge into itself the wholly-owned constituent corporation of the merger:

RESOLVED that the merger into the Corporation of Cro-Marine, Inc., a wholly-owned subsidiary corporation be and is authorized and approved, and upon the effective date of said merger, the Corporation shall assume all of said subsidiary's respective obligations; and

FURTHER RESOLVED that the officers of the Corporation be and each is authorized and directed to make and execute, under the corporate seal of the Corporation, a Certificate of Ownership and Merger pursuant to Section 253 of the Delaware General Corporation Law, and to cause the same to be filed with the Secretary of State of Delaware, and a certified copy in the office of the Recorder of Deeds of New Castle County, Delaware, and to do all acts and things whatsoever required, whether within or without the State of Delaware, which any such officer shall deem necessary or advisable

to effect the merger of the aforesaid subsidiary into this Corporation effective December 31, 1985.

FOURTH: The name of the surviving corporation of the merger is Chromalloy American Corporation, a Delaware corporation.

FIFTH: This Certificate of Ownership and Merger shall be effective at the close of business on December 31, 1985.

IN WITNESS WHEREOF, said CHROMALLOY AMERICAN CORPORATION has caused its corporate seal to be hereunto affixed and this Certificate of Ownership and Merger to be signed by Del G. Mainz, its Vice President, and attested by John P. Denneen, its Secretary, this 17th day of December, 1985.

CHROMALLOY AMERICAN CORPORATION

By: Del G. Mainz
Del G. Mainz, Vice President

(CORPORATE SEAL)

ATTEST:

By: John P. Denneen
John P. Denneen, Secretary



Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

CHROMALLOY AMERICAN CORPORATION
Filing Number: 7135606

Application For Certificate Of Authority
Application For Amended Certificate Of
Authority
Termination of Foreign Entity
Public Information Report (PIR)

December 19, 1986
February 06, 1987

December 27, 2007
December 31, 2007

In testimony whereof, I have hereunto signed my name
officially and caused to be impressed hereon the Seal of
State at my office in Austin, Texas on March 12, 2010.



A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State

00057

In the Office of the
(Secretary of State of Texas)

DEC 19 1986

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Article 8.05 of the Texas Business Corporation Act, the undersigned corporation hereby applies for a Certificate of Authority to transact business in Texas.

Clerk I-B
Corporation Section

CRO ACQUISITION CORP.

1. The name of the corporation is _____

2. If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited" (or an abbreviation thereof), then the name of the corporation with the word or abbreviation which it elects to add thereto for use in Texas is: (Or if the corporate name is not available in Texas, then specify the assumed name which the corporation elects to use in Texas and attach Assumed Name Certificate.)

3. It is incorporated under the laws of Delaware

4. The date of its incorporation is November 12, 1986 and the period of its duration is perpetual (State "Perpetual" or term of years).

5. The address of its principal office in the state or country under the laws of which it is incorporated is

1209 Orange StreetWilmington Delaware 19801

6. The address of its proposed registered office in Texas is (a P. O. Box is not sufficient)

c/o C T CORPORATION SYSTEM1601 Elm Street, Dallas, Texas 75201

and the name of its proposed registered agent in Texas at such address is

C T CORPORATION SYSTEM

7. The purpose or purposes of the corporation which it proposes to pursue in the transaction of business in Texas are: Please see attached Exhibit A

8. It is authorized to pursue such purpose or purposes in the state or country under the laws of which it is incorporated

9. The names and respective addresses of its directors are:

NAME

ADDRESS

Please see attached list Exhibit A

10 The names and respective addresses of its officers are

NAME	OFFICE	ADDRESS
Please see Attached Exhibit A		

11. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

NUMBER OF SHARES	CLASS	SERIES	PAR VALUE PER SHARE OR STATEMENT THAT SHARES ARE WITHOUT PAR VALUE
1,000	Common		No Par Value

12 The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is

NUMBER OF SHARES	CLASS	SERIES	PAR VALUE PER SHARE OR STATEMENT THAT SHARES ARE WITHOUT PAR VALUE
100	Common		No Par Value

13 The amount of its stated capital is \$ 100.00
(See Texas Business Corporation Act, Article 1 02A(11) for definition of stated capital).

14. Consideration of the value of at least One Thousand Dollars (\$1,000.00) has been paid for the issuance of its shares

15 This Application is accompanied by a Certificate of Good Standing, duly authenticated by an authorized officer of the state or country under the laws of which it is incorporated

CRO ACQUISITION CORP.

(Name of Corporation)

By

Stuart Z. Kripsly

Its Vice Pres. (Title of Officer)

OFFICERS AND DIRECTORS

<u>Name</u> <u>Social Security Number</u>	<u>Office</u>	<u>Residence</u> <u>Address</u>
Norman E. Alexander 072-14-0652	Director	24 Morris Lane Scarsdale, N.Y. 10583
Robert E. Davis 492-30-9360	Director <i>President</i>	10 Old Jackson Ave. St. Andrews C.C. Hastings on the Hudson, N.Y. 10706
Stuart Z. Krinsly 083-18-6529	Director & Vice President	1135 Greacan Point Road Port Washington, N.Y. 11050
Gerald S. Guttermann 178-22-2259	Director	27 Pondfield Parkway Mount Vernon, N.Y. 10442
Bernard M. Jaffe 072-14-9625	Director & Secretary	341 Ellen Place Paramus, N.J. 07652

PURPOSES

The purposes to be pursued in this state are as follows:

To engage in any lawful act or activity for which corporations may be qualified in this state.

ANTI-TRUST AFFIDAVIT

STATE OF New YorkCOUNTY OF New York

Before me, the undersigned authority, on this day personally appeared _____

Stuart Z. Krinsly

who being by me duly sworn, deposes and says:

CRO ACQUISITION CORP.

That the _____ is not a trust or organization in restraint of trade, in violation of the laws of Texas; that it has not, within twelve months next preceding the date of this affidavit, entered into any combination, contract, obligation or agreement to create nor which may tend to create or to carry out any restriction in trade or commerce or aids to commerce, nor to fix, maintain, increase or reduce the price of any merchandise, produce or commodity, or any article of commerce; nor to prevent or lessen competition in the manufacture, making, transportation, sale or purchase of any merchandise, produce or commodity, or any article of commerce, or in the preparation thereof for market; nor to fix or maintain any standard or figure whereby the price of same is or has been in any manner affected, controlled or established. That it has not, during said time, entered into, executed or carried out any contract, obligation or agreement with any person, corporation or association of persons not to sell or dispose of any commodity or articles of commerce below a common standard or figure, or to keep the price thereof at a fixed or graded figures, or to preclude a fair and unrestricted competition in the sale of any commodity or articles of commerce, or to regulate, fix or limit the output thereof, or to abstain from engaging in or continuing business or from the purchase or sale of any commodity or article of commerce partially or entirely within the State of Texas or any portion thereof.

Affiant further says that the above named corporation has not within twelve months next preceding the date of this affidavit, either directly or through the instrumentality of trustees or otherwise, acquired the shares or certificates of stocks or bonds, franchises or other rights or the physical properties or any part thereof of any other corporation or corporations for the purpose of preventing or lessening or which tends to affect or lessen competition. That it has not within said time entered into any agreements or understanding to refuse to buy from or sell to any other person, corporation, firm or association of persons any commodities or articles of commerce, nor entered into any agreement to boycott or threaten to refuse to buy from or sell to any person, firm or corporation or association of persons for the buying from or selling to any other person, firm, corporation or association of persons.

Affiant further says that no officer of the above named corporation has, within his knowledge, during the said twelve months, made on behalf of it or for its benefits, any such contract or agreement as is specified in this affidavit.

Stuart Z. Krinsly

Stuart Z. Krinsly, Vice President

Sworn to and subscribed before me, this the 16th day of December A. D., 1986.Grace A. Sporrer

(SEAL)

GRACE A. SPORRER
Notary Public, State of New York
No. 31-9134310
Qualified in New York County
Commission Expires Dec 31, 1988

NOTE—The above affidavit must be subscribed and sworn to by the president or vice-president or secretary or treasurer or two of the directors of the corporation applying for permit

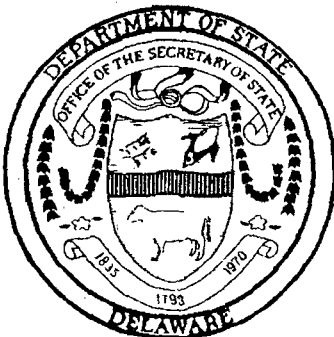
0 0 0 5 7 6 0 2 7 0 3
State of Delaware



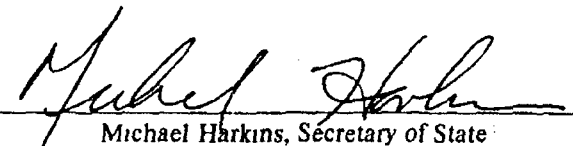
Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF
DELAWARE DO HEREBY CERTIFY CRO ACQUISITION CORP. IS DULY
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN
GOOD STANDIND AND HAS A LEDAL CORPORATE EXISTENCE SO FAR AS THE
RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

1 1 1 1 1 1 1 1 1



726350186


Michael Harkins, Secretary of State

AUTHENTICATION

11647391

DATE

12/16/1976

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:


"CHROMALLOY AMERICAN CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "CRO ACQUISITION CORP." UNDER THE NAME OF "CHROMALLOY AMERICAN LLC", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1986, AT 3:06 O'CLOCK P.M.



0685605 8100M

100226700

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7841192

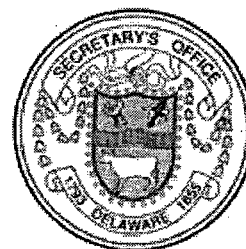
DATE: 03-01-10



State of Delaware

The Official Website for the First State

The Secretary of State of Delaware issued a certificate for CHROMALLOY AMERICAN CORPORATION whose file number is 0685605 on 03/01/2010 under request number 100226700 for authentication number 7841192.



[Back](#)

866357005

3:06 PM
FILED
23
DEC 23 1986

CERTIFICATE OF MERGER

CHROMALLOY AMERICAN CORPORATION

INTO

CRO ACQUISITION CORP.

The undersigned corporation organized and existing
UNDER AND BY VIRTUE OF THE General Corporation Law of the State
of Delaware.

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of
each of the constituent corporations of the merger is as fol-
lows:

NAME	STATE OF INCORPORATION
CHROMALLOY AMERICAN CORPORATION	Delaware
CRO ACQUISITION CORP.	Delaware

SECOND: That an agreement of merger between the par-
ties to the merger has been approved, adopted, certified, exe-
cuted and acknowledged by each of the constituent corporations
in accordance with the requirements of subsection (c) of sec-
tion 251 of the General Corporation Law of the State of
Delaware.

THIRD: The name of the surviving corporation of the
merger will be CRO Acquisition Corp. changing name to
Chromalloy American Corporation.

FOURTH: That the Certificate of Incorporation of CRO Acquisition Corp., a Delaware corporation, shall be the Certificate of Incorporation of the surviving corporation, except that Article 1. is being amended to read as follows:

1. The name of the Corporation is Chromalloy American Corporation.

FIFTH: That the executed agreement of merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 120 South Central Avenue, Clayton, Missouri 63105.

SIXTH: That a copy of the agreement of merger will be furnished by the surviving corporation, on request and without cost to any stockholder of any constituent corporation.

SEVENTH: This Certificate of Merger shall be effective on December 23, 1986.

Dated: December 22, 1986

CRO Acquisition Corp.
(name of corporation)

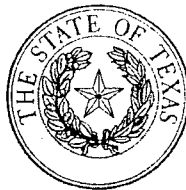
By

Robert E. Davis, President

ATTEST:

By

Bernard M. Jaffe, Secretary



Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

CHROMALLOY AMERICAN CORPORATION
Filing Number: 3028206

Application for Certificate of Authority
Certificate Of Termination

April 17, 1970
January 21, 1987

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on March 15, 2010.



A handwritten signature in cursive script, reading "Hope Andrade".

Hope Andrade
Secretary of State

CMO-TERM



0062803310

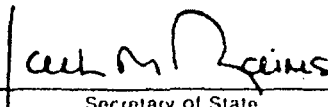
The State of Texas

Secretary of State

FEB. 9, 1987

U. I. CORPORATION SYSTEM, ATTN: JON MILLS
314 N. BROADWAY FL.
ST. LOUIS, MO 63102

U. I. MALLOY AMERICAN CORPORATION
CHAPTER NUMBER 000302P2-06


Secretary of State

C T CORPORATION SYSTEM



February 3, 1987

RE: MERGER: Survivor - CRO ACQUISTION CORP. with change of
name to CHROMALLOY AMERICAN CORPORATION
(Delaware Domestic) TU 50324-4
Merged - CHROMALLOY AMERICAN CORPORATION
(Delaware Domestic) TU 50323-6

COUNSEL: Legal Department
Chromalloy American Corporation
120 South Central Avenue
St. Louis, Missouri 63105

Secretary of State
Corporations Section
P.O. Box 13697
Austin, Texas 78711

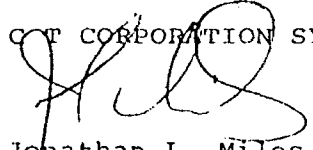
Dear Sir:

Pursuant to the instructions of counsel named above, we
enclose withdrawal papers for the above merged company and
name change papers for the survivor. The appropriate
checks are attached.

Please forward the usual evidence of these filing to the
undersigned.

Very truly yours,

C T CORPORATION SYSTEM


Jonathan L. Miles
Service Representative

SPECIAL INSTRUCTIONS:

RECEIVED
SECRETARY OF STATE

FEB 6 1987

CORPORATIONS
SECTION

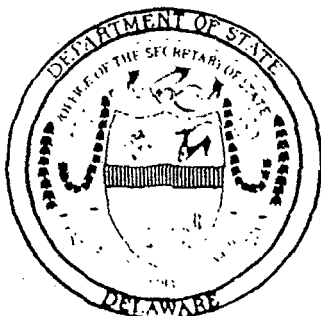
00062803312

State of Delaware

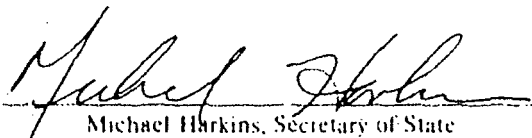


Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE,
DO HEREBY CERTIFY THE CERTIFICATE OF MERGER OF CHROMALLY AMERICAN
CORPORATION, MERGING WITH AND INTO CRO ACQUISITION CORP., UNDER THE
NAME OF CHROMALLOY AMERICAN CORPORATION, WAS RECEIVED AND FILED IN THIS
OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1986, AT 3:06 O'CLOCK
P.M.



737021049


Michael Harkins, Secretary of State

AUTHENTICATION: 1088752

DATE: 01/21/1987



Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

CHROMALLOY AMERICAN CORPORATION

Filing Number: 7135606

Application For Certificate Of Authority
Application For Amended Certificate Of
Authority
Termination of Foreign Entity
Public Information Report (PIR)

December 19, 1986
February 06, 1987

December 27, 2007
December 31, 2007

In testimony whereof, I have hereunto signed my name
officially and caused to be impressed hereon the Seal of
State at my office in Austin, Texas on March 12, 2010.



A handwritten signature in cursive script, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State

000632

FILED
In the Office of the
Secretary of State of Texas

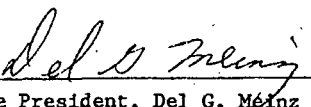
APPLICATION FOR AMENDED CERTIFICATE
OF AUTHORITY

FEB 6 1987

Corporations Section

1. The name of the corporation as it currently appears on the records of the Secretary of State of Texas is _____
CRO ACQUISITION CORP.
2. (If the corporation's name was previously unavailable and has elected to use an assumed name in Texas, complete the following.) The assumed name of the corporation as it currently appears on the records of the Secretary of State is _____
3. A Certificate of Authority was issued to the corporation on _____
December 19 _____, 19 86 _____.
4. The corporation's name has been changed to _____
CHROMALLOY AMERICAN CORPORATION
(Note: If the corporate name has not been changed, insert "No change.")
5. The name which it elects to use hereafter in the State of Texas is _____
CHROMALLOY AMERICAN CORPORATION
6. It desires to pursue in Texas purposes other than, or in addition to, those authorized by its Certificate of Authority, as follows:

no change
7. It is authorized to pursue such purpose or purposes in the state or country under the laws of which it is incorporated.
8. It desires to change the statement(s) contained in item(s) number _____ of the original or amended certificate of authority to read as follows

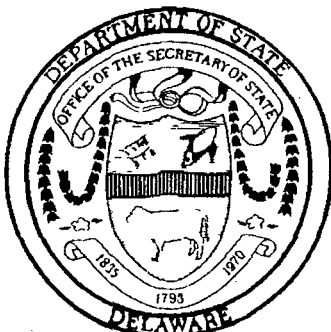

Its Vice President, Del G. Meinz
(Title of Officer)



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF
DELAWARE DO HEREBY CERTIFY THE CERTIFICATE OF MERGER OF
"CHROMALLOY AMERICAN CORPORATION" MERGING WITH AND INTO "CRO
ACQUISITION CORP." UNDER THE NAME OF "CHROMALLOY AMERICAN
CORPORATION" WAS RECEIVED AND FILED IN THIS OFFICE THE
TWENTY-THIRD DAY OF DECEMBER, A.D. 1986, AT 3:06 O'CLOCK P.M.

1 1 1 1 1 1 1 1 1 1



737021050

A handwritten signature in cursive script, reading "Michael Harkins".

Michael Harkins, Secretary of State

11088760

AUTHENTICATION

DATE

01/21/1987

a. T Code ■

This report **MUST** be filed to satisfy franchise tax requirements

TEXAS FRANCHISE TAX PUBLIC INFORMATION REPORT

c. Taxpayer identification number 1 1 3 3 3 8 2 5 2 7 8	d. Report year 2 0 0 7
e. PIR / IND <input type="checkbox"/> 1 <input type="checkbox"/> 4	
Secretary of State file number or, if none, Comptroller unchartered number	
Item k on Franchise Tax Report, Form 05-142 0007135606	

Corporation name and address

CHROMALLOY AMERICAN CORPORATION
C/O SEQUA CORP; 3 UNIVERSITY PLAZA
HACKENSACK, N.J.07601

Please mark through any incorrect information, and type or print the correct information.

The following information is required by Section 171.203 of the Tax Code for each corporation or limited liability company that files a Texas Corporation Franchise Tax Report. Use additional sheets for Sections A, B, and C, if necessary. The information will be available for public inspection.

☐ Blacken this circle completely if there are currently no changes to the information preprinted in Section A of this report. Then, complete Sections B and C.



Please sign below! Officer and director information is reported as of the date a Public Information Report is completed. The information is updated annually as part of the franchise tax report. There is no requirement or procedure for supplementing the information as officers and directors change throughout the year.

Corporation's principal office
200 PARK AVENUE NEW YORK, N.Y. 10166

Principal place of business

SECTION A. Name, title, and mailing address of each officer and director.

NAME MARTIN WEINSTEIN	TITLE PRESIDENT	DIRECTOR <input type="checkbox"/> YES	Term expiration (mm-dd-yyyy)
MAILING ADDRESS 200 PARK AVENUE, NEW YORK, N.Y.10166			
NAME JAMES P. LANGELOTTI	TITLE TREASURER	DIRECTOR <input type="checkbox"/> YES	Term expiration (mm-dd-yyyy)
MAILING ADDRESS 200 PARK AVENUE, NEW YORK, N.Y.10166			
NAME DIANE C. BUNT	TITLE SECRETARY	DIRECTOR <input type="checkbox"/> YES	Term expiration (mm-dd-yyyy)
MAILING ADDRESS 200 PARK AVENUE, NEW YORK, N.Y.10166			
NAME MICHAEL BLICKENSDEFFER	TITLE VP TAXES	DIRECTOR <input type="checkbox"/> YES	Term expiration (mm-dd-yyyy)
MAILING ADDRESS 3 UNIVERSITY PLAZA, HACKENSACK, N.J.07601			
NAME JOHN J. DOWLING III	TITLE V.P.	DIRECTOR <input checked="" type="checkbox"/> YES	Term expiration (mm-dd-yyyy)
MAILING ADDRESS 200 PARK AVENUE, NEW YORK, N.Y.10166			

SECTION B. List each corporation or limited liability company, if any, in which this reporting corporation or limited liability company owns an interest of ten percent (10%) or more. Enter the information requested for each corporation or limited liability company.

Name of owned (subsidiary) corporation or limited liability company	State of inc./organization	Texas SOS file number	Percentage Interest
Name of owned (subsidiary) corporation or limited liability company	State of inc./organization	Texas SOS file number	Percentage Interest

SECTION C. List each corporation or limited liability company, if any, that owns an interest of ten percent (10%) or more in this reporting corporation or limited liability company. Enter the information requested for each corporation or limited liability company.

Name of owning (parent) corporation or limited liability company SEQUA CORPORATION	State of inc./organization DE	Texas SOS file number	Percentage Interest 100
--	---	-----------------------	-----------------------------------

Registered agent and registered office currently on file. (See instructions if you need to make changes.)

Agent: **CT CORPORATION SYSTEM**

Office: **350 N. ST. PAUL STREET**
DALLAS TEXAS 75201

☐ Blacken this circle if you need forms to change the registered agent or registered office information.

I declare that the information in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below, and that a copy of this report has been mailed to each person named in this report who is an officer or director and who is not currently employed by this, or a related, corporation or limited liability company.

sign here <input checked="" type="checkbox"/> Michael Blickensdefer	Officer, director, or other authorized person V.P. TAXES	Title V.P. TAXES	Date 05/02/07	Daytime phone (Area code and number) 2013431122
--	--	----------------------------	-------------------------	---